

Buergel

Declaration

Exhibit 4

Page 1

1

2

3 UNITED STATES DISTRICT COURT

4 SOUTHERN DISTRICT OF NEW YORK

5

KALOMA CARDWELL,)
Plaintiff,)
)
vs.) 19 Civ. 10256
) (GHW)

6

DAVIS POLK & WARDWELL,)
THOMAS REID, JOHN BICK,)
WILLIAM CHUDD, SOPHIA)
HUDSON, HAROLD)
BIRNBAUM, DANIEL BRASS,)
BRIAN WOLFE, and JOHN)
BUTLER,)
Defendants.)
_____)

7

8

9 REMOTE DEPOSITION OF
10 THOMAS REID
11 located in New York, New York
12 Friday, April 16, 2021

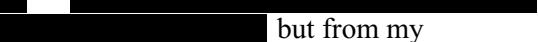
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14 (Transcript contains Confidential and
15 Highly Confidential portions -
16 confidentiality designations legend at
17 back of transcript)

18

19 Reported By:
20 CATHI IRISH, RPR, CRR, CLVS

	Page 2	Page 4
1		
2		1 T H O M A S R E I D, called as a
3		3 witness, having been duly sworn by a
4		4 Notary Public, was examined and
5		5 testified as follows:
6		6 EXAMINATION
7		7 BY MR. JEFFRIES:
8		8 Q. Good morning, Mr. Reid.
9		9 A. Good morning, Mr. Jeffries.
10		10 Q. Mr. Reid, have you been deposed
11		11 before?
12		12 A. No, I actually haven't. I was
13		13 prepped for it a long time ago but no.
14		14 Q. Okay. So with respect to today's
15		15 proceedings, sir, I'm going to ask that
16		16 you answer all questions in a verbal
17		17 manner. Do you understand that?
18		18 A. You mean using oral communication
19		19 or written as well? Verbal is both.
20		20 Oral; right? I'll answer, yes, orally.
21		21 Q. Some people have a tendency
22		22 because it's so ingrained in our everyday
23		23 interactions to uh-huh, um-hum, nodding
24		24 and it happens. It happens no matter how
25		25 much you do it.
	Page 3	Page 5
1		1 REID
2	A P P E A R A N C E S:	2 A. I understand and I'll try to make
3		3 sure I annunciate clearly.
4	JEFFRIES LAW	4 Q. And the reporter will also let us
5	Attorneys for Plaintiff	5 know, I'm sure.
6	1345 Avenue of the Americas	6 A. Okay.
7	New York, New York 10019	7 Q. Additionally, sir, I'm going to
8	BY: DAVID JEFFRIES, ESQ.	8 ask that you allow me to finish the
9		9 question before you answer. Do you
10	PAUL, WEISS, RIFKIND, WHARTON	10 understand that, sir?
11	& GARRISON	11 A. To finish the question, yes.
12	Attorneys for Defendants	12 Q. Okay. If you don't understand a
13	1285 Avenue of the Americas	13 question that's been put to you, please
14	New York, New York 10019	14 let me know and I'll rephrase it, okay?
15	BY: BRUCE BIRENBOIM, ESQ.	15 A. Understood.
16	NEENA SEN, ESQ.	16 Q. And if there comes a point in
17	SUSANNA BUERGEL, ESQ.	17 time throughout the proceeding that you
18		18 need to take a break, please indicate that
19	ALSO PRESENT:	19 to us and we'll do so. My only caveat
20	ZACH CZERENDA, Veritext concierge	20 with respect to that is that if there is a
21	KALOMA CARDWELL	21 question pending, that you answer the
22	MICHAEL FLYNN	22 question before going on any type of break
23		23 or requesting a break so we have
24		24 continuity between the question and the
25		25 corresponding answer.

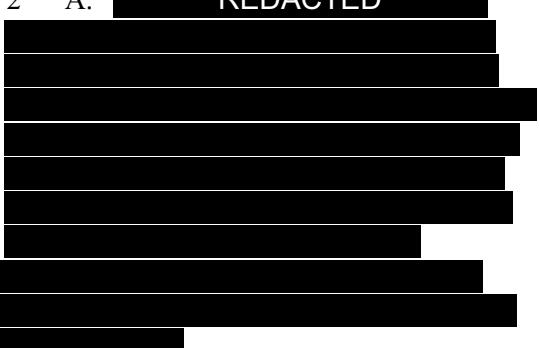
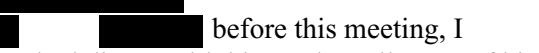
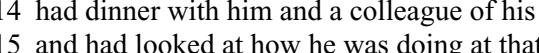
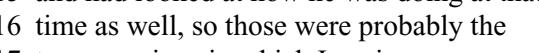
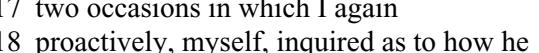
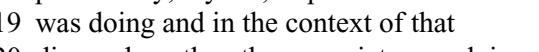
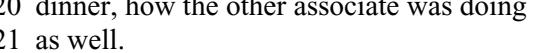
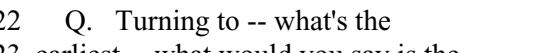
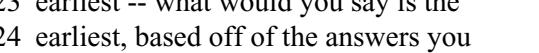
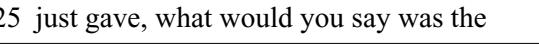
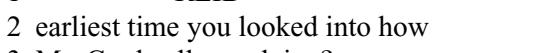
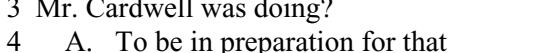
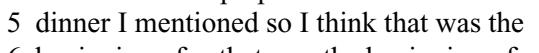
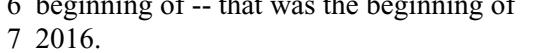
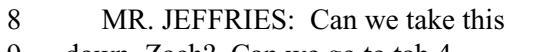
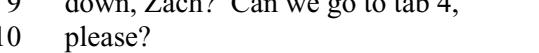
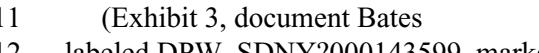
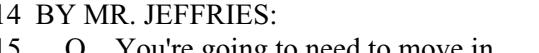
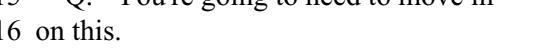
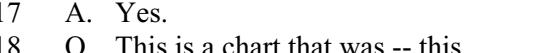
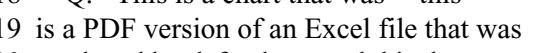
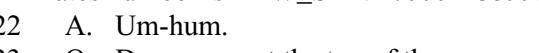
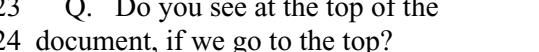
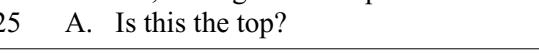
<p style="text-align: right;">Page 10</p> <p>1 REID 2 partner there on subjects relating to 3 diversity and there were a few e-mails on 4 top of that, very small percentage of the 5 documents by number of pages were several 6 e-mails from the past, and that was it in 7 terms of the documents.</p> <p>8 Q. With respect to the documents 9 that were reviewed, were any of the 10 documents within that category items that 11 you had been the author of?</p> <p>12 A. No. Obviously, I'm not the 13 author of the complaint filed in the 14 lawsuit and I was not the author of many 15 of the other pages relating to Davis Polk 16 presentations. Davis Polk policies I 17 remember being excerpted. There were one 18 or two e-mails that I was in the chain on 19 and had replied or, yes, so there would be 20 one or two e-mails where I was the author 21 I suppose, yes.</p> <p>22 Q. And with respect to those 23 e-mails, have those been provided to 24 counsel prior to the preparatory sessions?</p> <p>25 MR. BIRENBOIM: Objection to</p>	<p style="text-align: right;">Page 12</p> <p>1 REID 2 the documents came from that. They may 3 not have all come from my direct handing 4 over.</p> <p>5 Q. And you indicated that in your 6 preparation, you reviewed the complaint 7 that was filed by Mr. Cardwell in the 8 Southern District; correct?</p> <p>9 A. Yes.</p> <p>10 Q. Have you reviewed each of the 11 complaints that Mr. Cardwell has filed in 12 the Southern District?</p> <p>13 A. I think what I reviewed was the 14 latest states but in the course of the 15 last year and a half, I've reviewed the 16 different iterations so -- but what I 17 looked at recently was I think the latest.</p> <p>18 REDACTED   but from my perspective, Mr. Jeffries, when the Southern District complaint was filed, that was what I focused on since then, and I haven't heard anything about the EEOC</p>
<p style="text-align: right;">Page 11</p> <p>1 REID 2 form. You can answer if you know what 3 that means.</p> <p>4 THE WITNESS: Sorry, can you 5 repeat the question, Mr. Jeffries?</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. Yes. The e-mails you mentioned 8 had been authored by yourself, had you 9 handed them over to counsel prior to 10 meeting with them?</p> <p>11 A. I can't recall if they were 12 specifically handed over to me, but I do 13 remember handing over what I did have to 14 hand that was relevant to this matter, and 15 of course understood and without 16 hesitation granted permission for counsel 17 to do electronic and physical searches of 18 my documents at Davis Polk.</p> <p>19 Q. I'm sorry, with respect to the 20 permission for the searching of electronic 21 documents, can you repeat that part?</p> <p>22 A. I gave permission to counsel to 23 run electronic search terms through my 24 e-mail files and other document files 25 awhile back, and I would imagine some of</p>	<p style="text-align: right;">Page 13</p> <p>1 REID 2 filing or looked at it in any attention to 3 detail since then.</p> <p>4 Q. Mr. Reid, did you have any role 5 in the collection of documents related to 6 the litigation in this matter?</p> <p>7 A. No. No, other than handing over 8 what I had to hand and other than giving 9 permission for my files to be searched, I 10 didn't actually do any of the searching. 11 Is that what you mean, Mr. Jeffries?</p> <p>12 Q. That and did you give specific 13 direction, by virtue of your position 14 within the firm at the time as to who 15 should be conducting searches or anything 16 like that?</p> <p>17 A. No, not at all. That was 18 something to be handled by counsel and I 19 was there to make whatever information I 20 had relevant to this matter available to 21 them. I did not give any direction as to 22 what they should be looking for or in any 23 way control what they were to search. Is 24 that responsive to your question, 25 Mr. Jeffries?</p>

4 (Pages 10 - 13)

<p style="text-align: right;">Page 30</p> <p>1 REID 2 Q. Yes, as an associate and partner, 3 that's my question. 4 A. 29 years. 5 MR. BIRENBOIM: Mr. Jeffries, are 6 you there? Can you hear me? 7 MR. JEFFRIES: Yes. 8 MR. BIRENBOIM: With great 9 apologies and your indulgence, I know 10 we just started, but I have to deal 11 with a personal call. It won't take 12 more than five minutes, but I need to 13 break for that if that's okay with 14 you. 15 MR. JEFFRIES: Absolutely. Let's 16 go off and check in in five. 17 MR. BIRENBOIM: Somewhere between 18 five and 10 minutes. 19 (Recess taken from 10:06 a.m. to 20 10:17 a.m.) 21 (Record read.) 22 BY MR. JEFFRIES: 23 Q. Mr. Reid, during your employment 24 with Davis Polk, you served as the head of 25 Davis Polk's corporate department and the</p>	<p style="text-align: right;">Page 32</p> <p>1 REID 2 the practices of the firm, corporate, 3 litigation, tax, again domestically and in 4 the overseas offices. 5 Q. And how long did you hold that 6 position for? 7 A. Until -- so 2011 until I left the 8 firm just over eight years later in 2019 9 to go to Comcast. 10 Q. I want to speak to you briefly 11 about the policies, practices and 12 procedures that were in place at Davis 13 Polk during the relevant period, all 14 right, Mr. Reid? 15 A. Sorry, what is the relevant 16 period? 17 Q. The relevant period being 18 September of 2014 through August of 2018. 19 A. Okay. 20 Q. Did Davis Polk have a strong and 21 clear antidiscrimination policy between 22 2014 and in 2018? 23 A. I believe it did. 24 Q. Can you describe what that policy 25 was?</p>
<p style="text-align: right;">Page 31</p> <p>1 REID 2 firm's managing partner; correct? 3 A. Yes. 4 Q. So I'd like to talk to you 5 briefly about both of those positions. 6 REDACTED  18 Q. With respect to the role you held 19 as the firm's managing partner, can you 20 briefly describe the duties and 21 responsibilities that came along with that 22 position? 23 A. It was also an elected position 24 and it was the chairman of a three-partner 25 committee that had oversight for all of</p>	<p style="text-align: right;">Page 33</p> <p>1 REID 2 A. Don't discriminate. I can't tell 3 you the exact words but it had been there 4 for a very long time, I'm sure it's still 5 there today, and it was no discrimination 6 of any kind is going to be tolerated in a 7 nutshell. 8 Q. Can you describe what 9 discrimination entailed? 10 A. Treating people differently on 11 the basis of attributes of gender, race, 12 sexual orientation and not treating people 13 according to purely performance on the 14 job. 15 Q. Do you know when that policy was 16 created within Davis Polk? 17 A. I don't. It was -- it's been 18 there a long time but I don't know exactly 19 when it was created. 20 Q. Was it in place when you arrived 21 at the firm? 22 A. I can't recall. I can't recall. 23 Q. Do you recall whether or not you, 24 in any of the positions you held within 25 the firm, had any input into the creation</p>

9 (Pages 30 - 33)

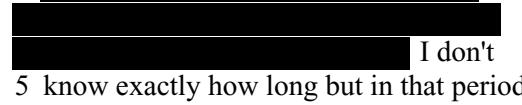
<p>1 REID 2 others. I don't have any specific 3 recollection of any specific group or 4 office. 5 Q. So let's use the group, the M&A 6 group? 7 A. Um-hum. 8 Q. Do you have any reason to believe 9 that staffing assignments would have been 10 -- staffing decisions would have been made 11 on the basis of staffing partners walking 12 around and talking to associates about 13 their availability? 14 A. I don't know how these staffing 15 partners referred to in this e-mail did 16 their job of staffing. I don't know. 17 Q. Do you have any reason to dispute 18 the fact that staffing availability would 19 have been recorded and provided to the 20 staffing partners through any type of 21 documentation? 22 A. I've got no specific basis for 23 knowing that. 24 Q. And so what do you generally know 25 about how associates -- what generally can</p>	<p>Page 74</p> <p>1 REID 2 correct? 3 A. Yes. 4 Q. So is it your testimony that 5 you're not aware of any method through 6 which the associates' availability for 7 work was tracked, is that your testimony? 8 A. It's not my -- 9 MR. BIRENBOIM: Hold on, 10 objection to form, mischaracterizes 11 the witness's prior testimony. You 12 may answer. 13 THE WITNESS: My testimony is 14 that I don't have specific awareness, 15 other than in a larger group it's not 16 surprising that there would be more 17 structure, meaning more people 18 involved, not just partners but the 19 non-lawyer staff in associate 20 development and paperwork. It's not 21 surprising. I'm sure there was a lot 22 more structure in the larger groups 23 versus the smaller groups and offices.</p> <p>24 BY MR. JEFFRIES: 25 Q. During Mr. Cardwell's employment,</p>
<p>1 REID 2 you tell me about the framework through 3 which Davis Polk, arguably one of the 4 largest firms in the world, utilizes to 5 track the availability of associates to 6 take on new work within the practice 7 group, such as the M&A group? 8 A. This e-mail, as I said, there 9 would be different approaches depending 10 upon which group. It's a very large firm, 11 you're absolutely right, but within that 12 large firm there were some very small 13 offices and some very small practice 14 groups and they would undoubtedly have 15 done things differently. They would not 16 have needed what this e-mail refers to by 17 way of weekly updates and one chart. 18 Q. Let's orient this to one of the 19 larger groups, okay, not one of the small 20 groups. Let's orient our discussion -- 21 A. Okay. 22 Q. -- to one of the larger groups. 23 Is it your testimony that one of the 24 larger groups -- and you would agree M&A 25 would be one of the larger groups;</p>	<p>Page 75</p> <p>1 REID 2 sir, did you occasionally get updates 3 about how busy certain associates were? 4 A. No. I mean associates as a 5 whole, yes, but specific individuals, no. 6 Q. So is it your testimony here 7 today that during your -- during the 8 relevant period, you did not receive any 9 updates about how busy specific associates 10 were or -- let me restate that. 11 Is it your testimony today that 12 during the relevant period, you did not 13 receive any updates as to the availability 14 of any specific associates, is that your 15 testimony? 16 A. I did not receive any updates on 17 availability of specific associates, 18 that's correct. 19 Q. During the relevant period, did 20 you ever receive any updates about the 21 availability of Mr. Cardwell specifically 22 to take on work? 23 A. I went into it myself at one 24 point in time on my own instigation. 25 Q. What made you do that, sir?</p>

<p>1 REID 2 A. [REDACTED]                           </p> <p>[REDACTED] before this meeting, I 14 had dinner with him and a colleague of his 15 and had looked at how he was doing at that 16 time as well, so those were probably the 17 two occasions in which I again 18 proactively, myself, inquired as to how he 19 was doing and in the context of that 20 dinner, how the other associate was doing 21 as well.</p> <p>22 Q. Turning to -- what's the 23 earliest -- what would you say is the 24 earliest, based off of the answers you 25 just gave, what would you say was the</p>	<p>Page 78</p> <p>1 REID 2 Q. Yes. 3 A. Yes. 4 Q. Do you have any understanding of 5 what types of categories would be included 6 on any of the -- do you have any 7 understanding of what types of categories 8 would be included in any of the documents 9 that Davis Polk would have used to track 10 the availability of associates to take on 11 work during 2014 through 2018?</p> <p>12 MR. BIRENBOIM: Objection to 13 form, no foundation. If you 14 understand the question, you may 15 answer.</p> <p>16 THE WITNESS: I don't understand 17 the question.</p> <p>18 BY MR. JEFFRIES:</p> <p>19 Q. You previously indicated that you 20 were not aware of the usage of weekly 21 capacity forms. Do you recall stating 22 that, sir?</p> <p>23 A. I think what I said is I hadn't 24 had any specific recollection of specific 25 forms, but it wouldn't surprise me that</p>
<p>1 REID 2 earliest time you looked into how 3 Mr. Cardwell was doing? 4 A. To be in preparation for that 5 dinner I mentioned so I think that was the 6 beginning of -- that was the beginning of 7 2016.</p> <p>8 MR. JEFFRIES: Can we take this 9 down, Zach? Can we go to tab 4, 10 please?</p> <p>11 (Exhibit 3, document Bates 12 labeled DPW_SDNY?000143599, marked for 13 identification.)</p> <p>14 BY MR. JEFFRIES:</p> <p>15 Q. You're going to need to move in 16 on this.</p> <p>17 A. Yes.</p> <p>18 Q. This is a chart that was -- this 19 is a PDF version of an Excel file that was 20 produced by defendants and this document's 21 Bates number is DPW_SDNY?000143599.</p> <p>22 A. Um-hum.</p> <p>23 Q. Do you see at the top of the 24 document, if we go to the top?</p> <p>25 A. Is this the top?</p>	<p>Page 79</p> <p>1 REID 2 the larger groups had more structure, 3 i.e., more people and more paperwork 4 focused on staffing associates. I think 5 that's what I said and I'm saying again.</p> <p>6 Q. Let's talk about some of that 7 paperwork that would have been used to 8 track associates. What type of 9 information would be tracked?</p> <p>10 A. Again, I don't -- sorry, Bruce, 11 go ahead.</p> <p>12 MR. BIRENBOIM: Objection to 13 form. You may answer if you can.</p> <p>14 THE WITNESS: I don't have any 15 specific recollection of any 16 particular form when I talk about 17 paperwork. So it would be speculation 18 if I was to say what a form would look 19 like and again, I would imagine it 20 would vary group by group, office by 21 office.</p> <p>22 BY MR. JEFFRIES:</p> <p>23 Q. In connection with what you're 24 able to imagine with respect to this 25 issue, can you imagine there being certain</p>

21 (Pages 78 - 81)

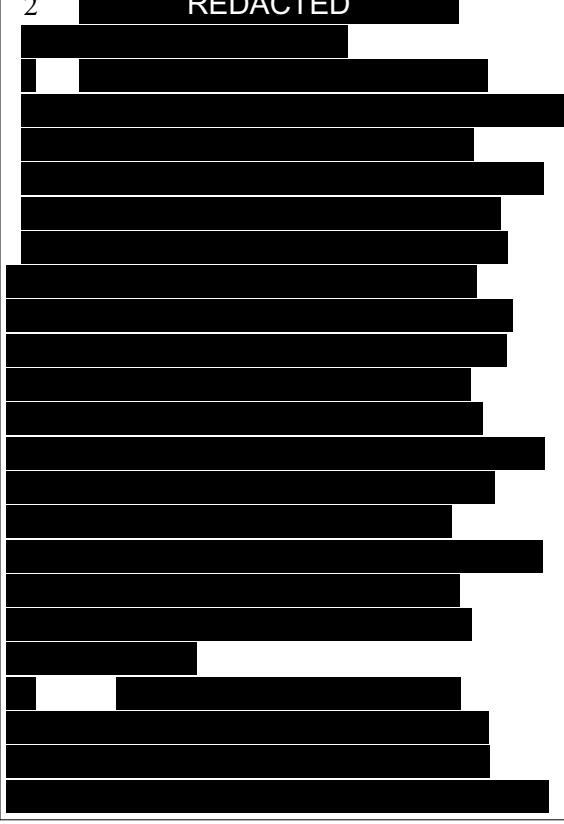
<p style="text-align: right;">Page 126</p> <p>1 REID 2 form, mischaracterizes the record. 3 You may answer if you know. 4 THE WITNESS: I think you're 5 leaping -- you're making several leaps 6 there. But when I looked at the 7 performance reviews and saw the low 8 hours, my conclusion was that the 9 performance reviews for two years in a 10 row were the reason that he wasn't 11 getting work.</p> <p>12 BY MR. JEFFRIES:</p> <p>13 Q. And what was that based on?</p> <p>14 A. Reading the reviews for the 15 second time, once in January 2016 and once 16 in March 2017.</p> <p>17 Q. What about the reviews would lead 18 you to believe that it was performance 19 that led to him not being staffed by 20 Mr. Birnbaum and Mr. Wolfe?</p> <p>21 A. They raised very serious alarm 22 bells, even at a very early stage in his 23 career.</p> <p>24 Q. So in your experience, the 25 feedback in those reviews led you to</p>	<p style="text-align: right;">Page 128</p> <p>1 REID 2 occasions during which you personally 3 reviewed Mr. Cardwell's performance 4 reviews during 2014 through 2018; correct?</p> <p>5 A. Correct.</p> <p>6 Q. And I wanted -- and I believe you 7 mentioned that there was one such review 8 that took place in 2017; is that correct?</p> <p>9 A. Correct. That was the second.</p> <p>10 Q. The second. And with respect to 11 your viewing of those items in 2017, who 12 provided those items to you in order for 13 you to review them?</p> <p>14 A. I don't recall which individual 15 specifically provided the reviews. The 16 reviews I believe are kept for the 17 associate development team, so it may be 18 them that collected them and sent them to 19 my office, but I don't recall them being 20 handed to me by anybody.</p> <p>21 Q. All right. And do you recall -- 22 what would the process have been that led 23 to them being provided to you, how would 24 that occur?</p> <p>25 A. It could have -- the process</p>
<p style="text-align: right;">Page 127</p> <p>1 REID 2 believe that him receiving almost zero 3 hours was justified?</p> <p>4 MR. BIRENBOIM: Objection to 5 form. If you understand that 6 question, you can answer it.</p> <p>7 THE WITNESS: I don't understand 8 the word "justified." What I can say 9 is I believe that the cause was very 10 weak performance over a period of his 11 first two years at the firm and that 12 had led to the low hours that I saw as 13 well.</p> <p>14 MR. JEFFRIES: Let's take that 15 break. 45 minutes, Bruce?</p> <p>16 MR. BIRENBOIM: Are you talking 17 about lunch? I had thought -- it's up 18 to the group.</p> <p>19 MR. JEFFRIES: Let's go off for a 20 second.</p> <p>21 (Recess taken from 12:17 p.m. to 22 12:30 p.m.)</p> <p>23 BY MR. JEFFRIES:</p> <p>24 Q. Mr. Reid, before the break, I 25 believe you'd indicated there were</p>	<p style="text-align: right;">Page 129</p> <p>1 REID 2 started when I asked for the reviews. I 3 can't recall who I asked. It could have 4 been John Bick, it could have been Sharon 5 Crane, it might have been Renee DeSantis 6 directly in the associate development 7 team. Unlikely to be anybody else but I 8 can't recall which individual it was.</p> <p>9 Q. And can you remind me again what 10 triggered you looking into Mr. Cardwell's 11 hours in 2017?</p> <p>12 A. In 2017, in early March, I 13 believe it was, the partner who looked 14 after our pro bono program said there was 15 a matter, a question that Mr. Cardwell was 16 raising about a potential conflict of 17 interest of some kind between work in the 18 pro bono program and a past former client 19 of the firm. And I believe the partner 20 involved who was looking after the pro 21 bono program did not feel equipped to talk 22 to that conflict issue. It was not 23 something that she normally did in her 24 role and referred it to the management 25 committee.</p>

33 (Pages 126 - 129)

<p style="text-align: right;">Page 130</p> <p>1 REID 2 Q. And was the partner in the pro 3 bono role Sharon Katz? 4 A. Yes, yes. 5 Q. Do you recall whether there was a 6 former partner by the name of Cary Dunn 7 that had any role in the interactions with 8 Mr. Cardwell supporting that view that was 9 raised to you by Ms. Katz? 10 A. Yes, the matter Mr. Cardwell was 11 raising, he had initially raised with 12 Mr. Dunn, Cary Dunn, but shortly after 13 having it raised, I believe, Mr. Dunn 14 retired from the partnership to work in 15 the Manhattan DA's office. 16 Q. We'll come back to that, thank 17 you. 18 So on the matter of the 19 performance reviews during the period of 20 2017 when you reviewed them that second 21 time, let's go back to that for a moment. 22 Now, you indicated that you 23 looked at -- well, tell me in your own 24 words, firstly, did you evaluate those 25 reviews in connection with anyone else?</p>	<p style="text-align: right;">Page 132</p> <p>1 REID 2 with him the question of his low hours 3 and said I would follow up on that and 4 get back to him, that we should talk 5 about it. 6 BY MR. JEFFRIES: 7 Q. Okay. 8 A. When you say in connection with 9 anybody else, Ms. Katz would have heard me 10 say that in the meeting but I haven't 11 spoken about his reviews at that time. 12 Q. But at the time of that meeting, 13 you had reviewed the performance reviews 14 ahead of time? 15 A. No, I'd seen his hours were very 16 low at that meeting. [REDACTED] </p>
<p style="text-align: right;">Page 131</p> <p>1 REID 2 MR. BIRENBOIM: Objection to 3 form. 4 THE WITNESS: What do you mean in 5 connection with anyone else? 6 BY MR. JEFFRIES: 7 Q. Well, did you evaluate those 8 reviews in connection with conversations 9 or in the presence of anyone else that had 10 knowledge about your concern about 11 Mr. Cardwell's hours? 12 MR. BIRENBOIM: Objection to form 13 and I think misstates the testimony. 14 You can answer. 15 THE WITNESS: So there were two 16 parts to this. There was the meeting 17 I had with Ms. Katz and Mr. Cardwell 18 about his conflict question. In 19 preparation for that meeting, I very 20 quickly just checked what he was 21 working on and I saw that he wasn't 22 working, period. 23 We had our meeting on the 24 conflict issue, dealt with that. And 25 at the end of that meeting, I raised</p>	<p style="text-align: right;">Page 133</p> <p>1 REID 2 [REDACTED]  I don't 5 know exactly how long but in that period 6 of time, I actually got the reviews and 7 read them. 8 Q. Mr. Reid, during the relevant 9 period, did Davis Polk have annual firm 10 meetings? 11 A. This is again the '14 to '18 12 period you're referring to, his employment 13 period? 14 Q. Yes. 15 A. The Cardwell employment period. 16 And by firm meetings, you mean partnership 17 meetings? 18 Q. Yes, an annual firm meeting for 19 the partners. 20 A. There's one every year, usually 21 at the end of January, beginning of 22 February area. 23 Q. I want to speak to you about the 24 meeting that would have occurred in 25 February of 2018; okay?</p>

<p style="text-align: right;">Page 150</p> <p>1 REID 2 in the group or inviting others from 3 outside the group to attend. That was I 4 guess a description of what they were. 5 MR. JEFFRIES: Can we take down 6 this exhibit, Zach, and move in tab 7 14, please? 8 (Exhibit 9, document entitled 9 Exhibit 1, Cardwell EEOC Charge 10 Against Davis Polk (August 3, 2017, 11 marked for identification.) 12 BY MR. JEFFRIES: 13 Q. I'm going to ask that -- 14 Mr. Reid, I believe earlier we indicated 15 the EEOC charge that Mr. Cardwell had made 16 against Davis Polk in 2017. 17 A. I remember the EEOC charge, yes. 18 Q. And I believe we discussed the 19 fact that you had, at least at the time it 20 was received in 2017, reviewed that 21 charge; correct? 22 A. Yes. 23 Q. And so this -- would you agree 24 that this is the EEOC charge that was 25 filed in 2017 by Mr. Cardwell?</p>	<p style="text-align: right;">Page 152</p> <p>1 REID 2 [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] 9 Q. Did anyone at the firm ever give 10 you updates regarding BAG meetings? 11 A. Not regularly, no. I attended 12 what I would characterize as the most 13 important BAG meeting of the year, which 14 was every Friday evening before Labor Day 15 I attended the BAG dinner for law students 16 that had received an offer from us to join 17 the summer class the next year. 18 And it was a dinner of the BAG 19 group and the Black law students and the 20 goal was to get to know them, and in some 21 cases persuade them to accept our offer 22 and not a competitor. So that was every 23 year. I don't recall having regular 24 interactions beyond that. 25 Q. And so what about on a</p>
<p style="text-align: right;">Page 151</p> <p>1 REID 2 A. From memory it looks like it. 3 Q. I'm just going to take you to 4 paragraph 8, please. Do you see where the 5 complaints states, "On another occasion, 6 during a September 2015 DPW Black attorney 7 group meeting, I raised the general issue 8 of Black DPW attorneys being excluded in 9 the workplace. Partners Monica Holland 10 and Maurice Blanco and Renee DeSantis, the 11 director of associate development, 12 attended the meeting. After I made my 13 comment, Ms. DeSantis directly asked 14 whether I had personally experienced 15 race-related exclusion at the firm. 16 Although I answered affirmatively, and 17 described how such exclusion is harmful to 18 Black associates' professional development 19 and careers, neither Ms. DeSantis nor any 20 of the partners in attendance followed up 21 with me about my (or others') experience." 22 Mr. Reid, does that accurately 23 indicate the language in paragraph 8? 24 A. You read it word for word. 25 [REDACTED]</p>	<p style="text-align: right;">Page 153</p> <p>1 REID 2 non-regular basis? 3 A. Well, with the group as a whole, 4 I don't recall any regular interactions. 5 There were several members in the group 6 that I would talk to from time to time 7 socially, but I don't recall any 8 discussion about that BAG group and how it 9 was working. 10 Q. Well, who within the group would 11 you -- well, withdrawn. 12 Did Sharon Crane ever give you 13 updates about BAG meetings? 14 A. I don't recall any. 15 Q. Is it possible that she would 16 give you updates about BAG meetings? 17 MR. BIRENBOIM: Objection to 18 form, calls for speculation. You can 19 answer if you have anything to say. 20 THE WITNESS: That would be my 21 answer, I don't know. It would be 22 speculation. 23 BY MR. JEFFRIES: 24 Q. Well, to the extent that 25 something occurred during a BAG meeting</p>

<p style="text-align: right;">Page 154</p> <p>1 REID 2 that was then brought to Sharon Crane's 3 attention, would that be something you 4 would expect for her to speak to you about 5 in the weekly meeting, in your meetings 6 with her?</p> <p>7 MR. BIRENBOIM: Objection to 8 form. If you have any answer to that, 9 you may answer.</p> <p>10 THE WITNESS: Again, the same as 11 before, a very general explanation, I 12 said Sharon had a very broad 13 portfolio. She is a superb 14 professional and I trusted her 15 judgment on what to bring to my 16 attention and what not to bring to my 17 attention. And I don't recall her 18 ever disappointing me in that regard.</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. Based off of your prior 21 testimony, you would agree that it would 22 be unusual for Sharon Crane to discuss 23 with you something that happened at a BAG 24 meeting that had come to her attention; is 25 that correct?</p>	<p style="text-align: right;">Page 156</p> <p>1 REID 2 conversations with you about Mr. Cardwell 3 during the relevant period?</p> <p>4 A. The relevant period again 5 includes right up to his departure in 6 2018; right?</p> <p>7 Q. Yes.</p> <p>8 A. So after I got involved when I 9 noticed how low his hours were, the next 10 step was to get his review folder and talk 11 to him. Then there were conversations 12 about Mr. Cardwell's performance as we -- 13 following that second March 2017 meeting.</p> <p>14 Q. Okay. So then as a time marker, 15 it would be your testimony that prior to 16 March 2017, you don't -- prior to March 17 2017, you didn't engage in any 18 conversations wherein Mr. Cardwell was 19 directly -- where anything with respect to 20 Mr. Cardwell was directly brought to your 21 attention; is that correct?</p> <p>22 A. Correct. REDACTED   </p>
<p style="text-align: right;">Page 155</p> <p>1 REID 2 MR. BIRENBOIM: Objection to 3 form. You may answer, Tom.</p> <p>4 THE WITNESS: That's not what I'm 5 saying. Sharon is a superb 6 professional, highly compensated, 7 great judgment and she exercised that 8 judgment, to my knowledge, quite 9 nicely in terms of what issues she 10 felt were worthy of my attention, 11 whether that be the BAG group or any 12 other issue in her broad portfolio.</p> <p>13 BY MR. JEFFRIES:</p> <p>14 Q. Did anyone at the firm ever give 15 you updates directly about Mr. Cardwell?</p> <p>16 MR. BIRENBOIM: Objection to 17 form. You may answer if you can.</p> <p>18 THE WITNESS: No, I think I got 19 the review folder. I don't recall how 20 I got it but beyond that, no.</p> <p>21 BY MR. JEFFRIES:</p> <p>22 Q. So beyond that, beyond the 23 instances that required -- that resulted 24 in you getting the review folders, you 25 don't recall anyone else having direct</p>	<p style="text-align: right;">Page 157</p> <p>1 REID 2 REDACTED    </p> <p>7 Q. And you're saying that you don't 8 recall but are you saying that -- well, do 9 you remember hearing anything about 10 Mr. Cardwell making comments about how he 11 experienced exclusion at Davis Polk due to 12 his race prior to that dinner?</p> <p>13 A. Prior to the dinner, no.</p> <p>14 MR. BIRENBOIM: Which dinner?</p> <p>15 MR. JEFFRIES: The dinner in 16 January.</p> <p>17 THE WITNESS: The dinner in 18 January?</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. Yes.</p> <p>21 A. No, not prior to that dinner.</p> <p>22 Q. We talked about this dinner 23 tangentially. Let's talk about the dinner 24 a bit more now. Who do you remember -- 25 well, how did that dinner come about?</p>

<p style="text-align: right;">Page 158</p> <p>1 REID 2 A. If you recall the article about 3 the diversity panel that you put on the 4 screen before we just took that break. 5 Q. Yes. 6 A. So that was a City Bar event and 7 it was not very well attended because it 8 was an absolutely miserable evening, such 9 that I could see in the audience 10 Mr. Cardwell and a colleague of his. At 11 the end of the panel, I went up to them 12 and thanked them for coming out on such a 13 miserable night and being there. And I 14 said thank you for showing your support or 15 something like that. 16 And they said look, it's, you 17 know, something along the lines of, of 18 course, it's very important to us and we 19 should talk further and I said great, tell 20 you what, let's have dinner or something 21 like that. And I think the dinner took 22 place about a month or two later. 23 MR. JEFFRIES: I'd like to have 24 tab 14 moved into evidence, please. 25 VERITEXT CONCIERGE: We're</p>	<p style="text-align: right;">Page 160</p> <p>1 REID 2 agreeing to sponsor our participation, we 3 also explicitly raised the institutional 4 bias that we, as Black associates, had 5 experienced at DPW." 6 So is the dinner that we are 7 discussing at this point the meeting 8 referenced in the paragraph that I just 9 read? 10 MR. BIRENBOIM: Objection to 11 form. I don't see reference to a 12 meeting, but you can answer. 13 THE WITNESS: The dinner was in 14 January 2016 I'm pretty sure, so 15 that's the best answer to your 16 question. 17 BY MR. JEFFRIES: 18 Q. With respect to what I've just 19 read to you, the contents of January 2016, 20 do you remember discussing a conference at 21 the dinner? 22 A. REDACTED </p>
<p style="text-align: right;">Page 159</p> <p>1 REID 2 currently looking at tab 14. 3 MR. JEFFRIES: Let's move to 4 paragraph 9. 5 BY MR. JEFFRIES: 6 Q. Now paragraph 9 reads as follows, 7 correct, "A few months later in January 8 2016, I approached Tom Reid, DPW managing 9 partner, with an inquiry about whether the 10 firm would be willing to sponsor me to 11 attend a Black lawyer professional 12 development conference. Unexpectedly, 13 Mr. Reid advised that I should not sign up 14 for the conference, despite my explanation 15 that such opportunities would foster 16 relationships between Black attorneys at 17 DPW and senior executives at Fortune 100 18 companies that could be leveraged for DPW 19 business in the future. Mr. Reid 20 ultimately agreed to sponsor our 21 participation, but only after I and 22 another associate spent a considerable 23 amount of time explaining to him how this 24 would benefit us as Black associates. In 25 that conversation, and prior to Mr. Reid</p>	<p style="text-align: right;">Page 161</p> <p>1 REID 2 REDACTED </p>

1 REID
2 [REDACTED]

6 Q. How long was that dinner? How
7 long did you spend together?
8 A. I didn't have a stopwatch on,
9 Mr. Jeffries, but it would have been about
10 a couple of hours.

11 Q. So would it be fair to say that
12 aside from that conference, there were
13 other discussion points?

14 A. Yes, yes.

15 Q. I think you referenced it as a
16 very good dinner?

17 A It was a good discussion, yes

[REDACTED]

Page 164

24 Q. Did you make any notes or memos
25 subsequent to this meeting with

1 [REDACTED] REII
2 [REDACTED]
[REDACTED]

Page 163

1 REID
2 Mr. Cardwell and the other associate?
3 A. No.
4 Q. So the recitation that you're
5 giving at this point in time is based off
6 of your recollection solely?

7 A. Yes.

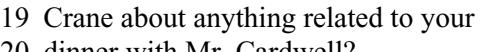
8 REDACTED

Q. And I think you earlier mentioned

<p style="text-align: right;">Page 166</p> <p>1 REID 2 that that issue of being noticed in that 3 discussion, you drew some similarity 4 between that and the e-mail that we looked 5 at to Sharon Crane; is that right? 6 A. The e-mail about introducing 7 yourself. 8 Q. So it would be safe to say you 9 recognized that there's an element of 10 racial exclusion that that conversation is 11 founded upon; correct? 12 MR. BIRENBOIM: Objection to 13 form, mischaracterizes the testimony. 14 You may answer. 15 THE WITNESS: What I said was in 16 my testimony is that that issue of 17 being noticed is a, I think, issue of 18 social awkwardness among the kind of 19 people who become lawyers.</p> <p>20 BY MR. JEFFRIES: 21 Q. The issue of being noticed that 22 was being discussed was being discussed 23 within the context of race; correct? 24 MR. BIRENBOIM: Objection to 25 form, mischaracterizes the testimony.</p>	<p style="text-align: right;">Page 168</p> <p>1 REID 2 conversations about race within the 3 context of experiences at Davis Polk? 4 MR. BIRENBOIM: Objection to 5 form. You can answer if you have a 6 recollection, Mr. Reid, about any 7 distinction. 8 THE WITNESS: I believe they were 9 put in the context of the profession 10 if not society at large. That was the 11 nature of the discussion. It only got 12 specific to them when I talked about 13 their performance reviews. 14 BY MR. JEFFRIES: 15 Q. Aside from the part of the 16 conversation about performance reviews, 17 it's your testimony that the conversations 18 that were being had about diversity and 19 racial exclusion were not tied by them to 20 their experiences at Davis Polk during the 21 conversation? 22 MR. BIRENBOIM: Asked and 23 answered, you may answer again. 24 THE WITNESS: Yes, they were 25 talking about their experience. They</p>
<p style="text-align: right;">Page 167</p> <p>1 REID 2 You may answer. 3 THE WITNESS: They were raising 4 it in that context and I was saying 5 the context was much broader than 6 that. 7 BY MR. JEFFRIES: 8 Q. I understand that there were two 9 different sides to it but it was a 10 conversation, irrespective of the parties' 11 sides within the conversation, about a 12 racial dynamic, would you agree? 13 MR. BIRENBOIM: Objection to 14 form. 15 THE WITNESS: The whole 16 discussion was about diversity in the 17 profession and race issues in society 18 at large. I wanted to have our 19 associates know that I was accessible 20 on those issues and ready to talk. 21 And that's why I engaged with them. 22 BY MR. JEFFRIES: 23 Q. And regarding his comments about 24 race, do you recall him talking about only 25 other law firms or were those</p>	<p style="text-align: right;">Page 169</p> <p>1 REID 2 had only worked at one law firm, Davis 3 Polk, and they said this is something 4 they hear from their Black colleagues 5 at other law firms. It was a 6 conversation about society. The legal 7 profession is part of society. Davis 8 Polk is part of the legal profession. 9 So that's the context that needs to be 10 framed around this. 11 BY MR. JEFFRIES: 12 Q. But what I'm hearing, and I just 13 want to make sure I'm hearing you say in 14 the correct way -- well, we're talking 15 about -- I want to make sure that we're on 16 the same page with respect to whether or 17 not any of the conversations that were 18 being had, specific comments by 19 Mr. Cardwell, were tied to his experiences 20 at Davis Polk as opposed to what I'm 21 hearing a bit from you about experiences 22 being echoed by associates, Black 23 associates at other law firms. 24 A. I go back to my previous answer. 25 I think that's a slightly different</p>

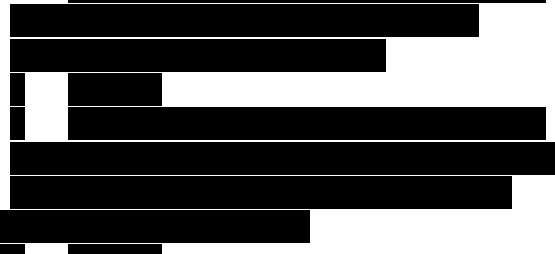
43 (Pages 166 - 169)

<p style="text-align: right;">Page 170</p> <p>1 REID 2 formulation of your previous question and 3 I just would like to restate word for word 4 my previous answer. 5 Q. To be clear, your previous 6 answer, the way I take it is that the 7 comments that Mr. Cardwell and Ms. Adams 8 made were general comments that had 9 relevance with respect to the general 10 experiences that Black associates were 11 having in the law profession; is that 12 correct? 13 MR. BIRENBOIM: Objection -- Tom, 14 give me a second. Objection to form, 15 mischaracterizes the witness's 16 testimony. The testimony was what the 17 testimony was.</p> <p>18 BY MR. JEFFRIES:</p> <p>19 Q. Please answer, Mr. Reid.</p> <p>20 A. I refer to my previous answer is 21 what I said.</p> <p>22 Q. So I'm processing your previous 23 answer and asking this question, sir.</p> <p>24 Were any of the -- were the 25 comments made with respect to</p>	<p style="text-align: right;">Page 172</p> <p>1 REID 2 sir. 3 A. (Witness perusing document.) 4 Q. Do you see that we are currently 5 viewing an e-mail exchange? 6 A. Yes. 7 Q. Would you agree that it's an 8 e-mail from Mr. Cardwell -- this includes 9 an e-mail from Mr. Cardwell and Ms. Adams? 10 A. Yes. 11 MR. BIRENBOIM: I think that 12 mischaracterizes the top e-mail. I 13 don't know which e-mail we're looking 14 at. 15 MR. JEFFRIES: I want us to focus 16 on the top e-mail. 17 MR. BIRENBOIM: Just for the 18 record, I want to note the top e-mail 19 appears to be an e-mail from Ms. Adams 20 to Ms. Adams, not to Mr. Cardwell. 21 BY MR. JEFFRIES: 22 Q. Now I just want you to note the 23 date of that e-mail, that top e-mail. 24 A. January 20th, yeah. 25 Q. Yes, January 20th. And the date</p>
<p style="text-align: right;">Page 171</p> <p>1 REID 2 Mr. Cardwell -- were the comments made 3 from a position of Mr. Cardwell being 4 employed at Davis Polk and experiences 5 that he was personally experiencing at 6 Davis Polk?</p> <p>7 MR. BIRENBOIM: Objection to 8 form. This is probably the fifth or 9 sixth time you've asked the same 10 question. Asked and answered. If you 11 have anything to add, Mr. Reid, you 12 may.</p> <p>13 THE WITNESS: No, I have nothing 14 to add.</p> <p>15 BY MR. JEFFRIES:</p> <p>16 Q. And Sheila Adams was the other 17 associate present; correct?</p> <p>18 A. Correct.</p> <p>19 MR. ADAMS: Let's go to tab 15, 20 please. 21 (Exhibit 10, document Bates 22 labeled DPW_SDNY-000099794, marked for 23 identification.)</p> <p>24 BY MR. JEFFRIES:</p> <p>25 Q. Just take a moment to review,</p>	<p style="text-align: right;">Page 173</p> <p>1 REID 2 of the dinner was on or around January 20, 3 2016; correct?</p> <p>4 A. I think that's right.</p> <p>5 Q. And were any of these topics, 6 topics that are listed in this e-mail, 7 discussed at the dinner between yourself, 8 Mr. Cardwell and Ms. Adams?</p> <p>9 A. I don't -- I recall generally the 10 first bullet point, competitive 11 challenges. I discuss -- I do recall 12 specifically the second bullet point as I 13 see it here, what makes a good partner. I 14 don't recall the late bloomer thing 15 discussion. I absolutely do not recall 16 the next bullet, the racialized reviews 17 and I do recall discussing the last point. 18 That's when I talked about the 19 presentations we have at annual meetings.</p> <p>20 Q. So just turning to these last few 21 right here, this one here, some associates 22 have received arguably gendered and/or 23 racialized reviews; who, if anyone, is 24 serving as the gut-check in the review 25 process to pick up on these comments and</p>

<p style="text-align: right;">Page 178</p> <p>1 REID 2 the dinner or shortly. It may have been 3 that the idea was I would get back to them 4 after the dinner. If that was the idea, 5 that's the only work stream as you call it 6 that was agreed.</p> <p>7 MR. JEFFRIES: Okay, let's go off 8 for a moment.</p> <p>9 (Lunch recess taken at 1:35 p.m.)</p> <p>10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p>	<p style="text-align: right;">Page 180</p> <p>1 REID 2 is that in this document, it is indicated 3 that the sender is Sheila Adams and the 4 recipient is Kaloma Cardwell. And so to 5 the extent that -- in recognition of your 6 careful analysis with respect to this 7 exhibit, would you agree that there are 8 similarities between the topics in this 9 e-mail and the last one that we looked at?</p> <p>10 A. Yes.</p> <p>11 Q. And would you further agree that 12 this e-mail contains topics or a list of 13 topics that are organized in a fashion 14 that would allow them to be discussed 15 topically at a later date?</p> <p>16 MR. BIRENBOIM: Objection to 17 form, no foundation. You may answer.</p> <p>18 THE WITNESS: I actually don't 19 know what you're asking, sorry, 20 Mr. Jeffries. This looks like the 21 same words but I can't tell you word 22 for word. It purports at the 23 beginning to be agenda thoughts, so I 24 don't know whether they are still -- 25 the two lawyers here are still going</p>
<p style="text-align: right;">Page 179</p> <p>1 REID 2 A F T E R N O O N S E S S I O N 3 (Time noted: 2:17 p.m.) 4 T H O M A S R E I D , resumed and 5 testified as follows: 6 C O N T I N U E D E X A M I N A T I O N 7 B Y M R . J E F F R I E S : 8 Q. Let's go back on, please. 9 So Mr. Reid, prior to the break, 10 we were discussing a meeting, a dinner 11 rather, from January of 2016. And, in 12 fact -- 13 MR. JEFFRIES: Zach, can you move 14 in tab 16 at this time, please? 15 (Exhibit 11, document Bates 16 labeled DPW_SDNY-000143444, marked for 17 identification.) 18 B Y M R . J E F F R I E S : 19 Q. Okay. Please take a moment to 20 review this document, Mr. Reid. 21 Now you'll note that this 22 document is the same as the last one that 23 we were looking at before the break. 24 A. Almost. 25 Q. Well, what I do want to point out</p>	<p style="text-align: right;">Page 181</p> <p>1 REID 2 and framing the agenda. What caught 3 my eye was the format's different. 4 The last one had a gap between the 5 third and the fourth bullet. 6 B Y M R . J E F F R I E S : 7 Q. Let's take this down. Mr. Reid, 8 with respect to the dinner in January of 9 2016 involving Mr. Cardwell, yourself and 10 Ms. Adams, did you speak to anyone about 11 that dinner? 12 REDACTED     18 Q. Do you recall speaking to Sharon 19 Crane about anything related to your 20 dinner with Mr. Cardwell? 21 A. I may have said I was having it 22 or had it but I don't recall discussing 23 the content except perhaps the conference, 24 request to go to the conference. 25 Q. Did you speak with -- at this</p>

<p style="text-align: right;">Page 182</p> <p>1 REID 2 time, would it have been typical for you 3 to meet with associates for dinner? 4 A. Yes. Again, I recall the article 5 about the New York City Bar panel I 6 attended. REDACTED REDACTED REDACTED</p> <p>10 And I met with a 11 number of different associates in 12 different groups over the years I was 13 managing partner.</p> <p>14 Q. Now, with respect to what you 15 said to Ms. Crane about the dinner, what 16 did you tell her?</p> <p>17 A. I don't recall if I did tell her 18 much of anything other than it was 19 happening or had happened already and also 20 mentioning the conference permission that 21 I had given either at this dinner or after 22 the dinner, and again I don't recall when 23 it was I changed my mind to give them 24 permission to go to the conference.</p> <p>25 Q. Would you have brought up the conversations about performance reviews?</p>	<p style="text-align: right;">Page 184</p> <p>1 REID 2 Q. And so just for the record, 3 Mr. Reid, I'll note that it does appear 4 that there have been times when you have 5 been distracted to some degree by your 6 phone and I would ask that if that is 7 indeed the case, that to the extent 8 possible you avoid checking your phone or 9 looking at the phone --</p> <p>10 A. Mr. Jeffries, who are you 11 referring this question to?</p> <p>12 Q. I'm just referring the question 13 to you, Mr. Reid.</p> <p>14 A. No, my phone has been turned off. 15 The only device that has been active for 16 the entire time is the computer or the 17 laptop that I'm doing this videoconference 18 on now. You can check my phone records. 19 The devices have not been active from the 20 minute this started.</p> <p>21 Q. It's not an issue, Mr. Reid. I 22 think --</p> <p>23 A. It's not an issue because it's not a fact.</p> <p>25 Q. Well, then let's continue.</p>
<p style="text-align: right;">Page 183</p> <p>1 REID 2 MR. BIRENBOIM: Objection to 3 form, calls for speculation. You can 4 testify to what you recall.</p> <p>5 THE WITNESS: I don't recall 6 talking with Sharon Crane about the 7 summary of their prior reviews that I 8 gave them at the dinner.</p> <p>9 BY MR. JEFFRIES:</p> <p>10 Q. Well, you do recall talking with 11 them -- and when I say them, I mean 12 Mr. Cardwell and Ms. Adams -- about their 13 reviews at the dinner; correct?</p> <p>14 A. Yes.</p> <p>15 Q. What feedback did you give 16 Mr. Cardwell about his performance at the 17 dinner?</p> <p>18 A. I picked out for him a couple of 19 points that leapt out at me when I 20 reviewed his folder before going to the 21 dinner and they had to do with timeliness 22 and also had to do with setting 23 expectations for what he could and 24 couldn't do within a particular time 25 period.</p>	<p style="text-align: right;">Page 185</p> <p>1 REID 2 Mr. Reid, did you speak to Renee 3 DeSanctis about the dinner that 4 Mr. Cardwell and Ms. Adams had attended?</p> <p>5 A. I don't recall any discussion 6 with her about the dinner at all.</p> <p>7 Q. Did you speak with Mr. Bick about 8 the dinner with Mr. Cardwell and 9 Ms. Adams?</p> <p>10 A. I don't recall but with John, 11 like with Sharon reflecting their 12 seniority, I may have mentioned I was 13 having dinner or had dinner.</p> <p>14 Q. Did you speak with Mr. Chudd 15 about anything related to your dinner with 16 Mr. Cardwell and Ms. Adams?</p> <p>17 A. No.</p> <p>18 Q. Did you speak with Ms. Hudson 19 about anything related to your dinner with 20 Mr. Cardwell and Ms. Adams?</p> <p>21 A. No, I don't believe so. No 22 recollection.</p> <p>23 Q. Mr. Reid, is there anything about 24 Mr. Cardwell's performance that you told 25 him about during the dinner that you</p>

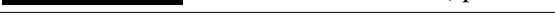
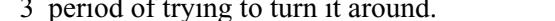
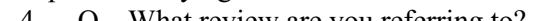
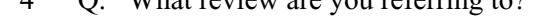
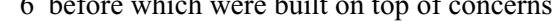
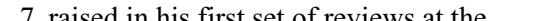
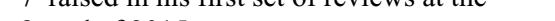
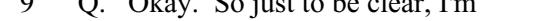
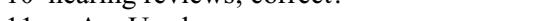
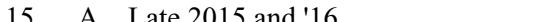
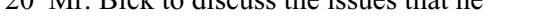
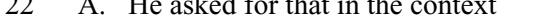
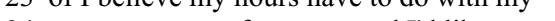
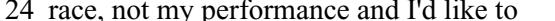
<p style="text-align: right;">Page 186</p> <p>1 REID 2 didn't mention today? 3 A. I don't think so. As I said, I 4 didn't want to read him his whole review 5 folder. The reviews were being given in 6 front of another associate and I asked are 7 you both happy for me to give you a little 8 synthesis, a short synthesis about the 9 folder I had seen. But I think it was 10 punctuality or timeliness and setting 11 expectations up front with the people he 12 was working for. 13 Q. Picking up on that particular -- 14 withdrawn. 15 You didn't say anything to 16 Mr. Cardwell about him being a poor 17 performer; correct? 18 MR. BIRENBOIM: Objection to 19 form. You can answer.</p> <p style="text-align: center;">20 REDACTED </p>	<p style="text-align: right;">Page 188</p> <p>1 REID 2 they would appreciate more feedback. And 3 in that context, Mr. Cardwell said that he 4 was used to getting -- I think he said 5 something like I've played for a lot of 6 tough coaches in my career and I can take 7 and learn from tough feedback. 8 MR. JEFFRIES: Can we move in tab 9 10, Zach? Thank you. 10 (Exhibit 12, document Bates 11 labeled DPW_SDNY-000099560, marked for 12 identification.) 13 BY MR. JEFFRIES: 14 Q. Mr. Reid, do you see the e-mail 15 from Rocio Clausen and Carolina Fenner to 16 Mr. Cardwell on September 8, 2016? 17 A. Yes. 18 Q. Do you see where the e-mail 19 states, "I hope you are well. Would you 20 be able to assist the credit group (mainly 21 JW Perry and Frank Manley) with some KYC, 22 organizational materials, resolutions, 23 certificates, et cetera for a REDACTED 24 deal closing later this month"? 25 Do you see that?</p>
<p style="text-align: right;">Page 187</p> <p>1 REID 2 REDACTED 3 BY MR. JEFFRIES: 4 Q. Did you say anything about him 5 being behind? 6 A. I don't think so. 7 Q. Did you say anything about him 8 receiving negative reviews? 9 A. I said what I saw in your review 10 folder were these points. It was -- 11 remember, this was his first ever set of 12 reviews. He'd been at the firm barely a 13 year and that was the context in which I 14 said these are issues for a young lawyer, 15 they need to be fixed but are fixable with 16 the right application. 17 Q. And based on what you said 18 earlier, this was during a conversation 19 when he told you that he could receive 20 tough feedback; is that correct? 21 A. Yes, he said -- yes. In fact, 22 the review summaries came as part of an 23 expression of hope that they could get 24 more feedback. It was not just 25 Mr. Cardwell but Ms. Adams as well said</p>	<p style="text-align: right;">Page 189</p> <p>1 REID 2 A. Yes. 3 MR. JEFFRIES: I'd like to take 4 this down and have tab 11 put in, 5 please. 6 (Exhibit 13, document Bates 7 labeled DPW_SDNY-000140832, marked for 8 identification.) 9 BY MR. JEFFRIES: 10 Q. Mr. Reid, please take a moment to 11 look at this. 12 A. Um-hum. 13 Q. Do you see that this is an e-mail 14 from Rocio Clausen? 15 A. No, it's Sharon Crane. 16 Q. Correct. Thank you. Do you see 17 this is an e-mail from Sharon Crane to 18 Renee DeSantis on September 9, 2016 at 19 11:49 a.m.? 20 A. Yes. 21 Q. Do you see where the e-mail 22 states, "If you talk to John today about 23 the other stuff, please mention Kaloma. 24 As discussed he needs to be someone's 25 project as soon as possible, i.e., get</p>

<p style="text-align: right;">Page 190</p> <p>1 REID 2 work and hours and direct feedback. Given 3 his conversation with Rocio, I don't think 4 it makes sense to wait to implement 5 sometime in January after review season." 6 Do you see that language, sir? 7 A. Yes, I do. 8 Q. In this e-mail, does John refer 9 to John Bick? 10 MR. BIRENBOIM: Objection to 11 form. You've not established he's 12 ever seen this e-mail. 13 THE WITNESS: I've never seen the 14 e-mail and therefore do not know which 15 John it is.</p> <p>16 BY MR. JEFFRIES: 17 Q. During Mr. Cardwell's employment, 18 did you hear anything about Mr. Cardwell 19 being asked to work on a credit assignment 20 while he was in M&A? 21 A. No. 22 Q. During Mr. Cardwell's employment, 23 did you ever hear anything about 24 Mr. Cardwell meeting with a staffing 25 coordinator?</p>	<p style="text-align: right;">Page 192</p> <p>1 REID 2 BY MR. JEFFRIES: 3 Q. Do you have any reason to believe 4 -- during Mr. Cardwell's employment, do 5 you have any reason to believe that anyone 6 said anything about Mr. Cardwell 7 questioning whether his assignments were 8 connected to race or bias? 9 MR. BIRENBOIM: Objection to 10 form, no foundation. You can answer 11 if you know. 12 THE WITNESS: No. 13 BY MR. JEFFRIES: 14 Q. So it's your testimony that 15 during Mr. Cardwell's employment, you 16 never heard any comments about 17 Mr. Cardwell complaining about his 18 staffing? 19 A. That's correct. 20 Q. Not even from Mr. Cardwell 21 himself? 22 A. Oh, until the late March meeting, 23 that was the first time. March 2017. 24 Q. So that March 2017 meeting was 25 the first time that you had ever heard any</p>
<p style="text-align: right;">Page 191</p> <p>1 REID 2 A. No. 3 REDACTED  12 MR. BIRENBOIM: Objection to 13 form. You can answer to the extent 14 you have any knowledge. 15 THE WITNESS: No knowledge. 16 BY MR. JEFFRIES: 17 Q. Do you have any reason to believe 18 that during Mr. Cardwell's employment, 19 Mr. Cardwell questioned whether a credit 20 assignment was connected to race or bias, 21 was connected to his race or bias? 22 MR. BIRENBOIM: Objection to 23 form. You can answer. 24 THE WITNESS: No. 25 ///</p>	<p style="text-align: right;">Page 193</p> <p>1 REID 2 complaint -- that you ever heard that 3 Mr. Cardwell had any complaints about his 4 staffing while at the firm? 5 A. Correct, including at the first 6 meeting where I said I noticed his hours 7 were very low. He said nothing about it 8 then. 9 Q. Well, you did tell him that you 10 would get the hours fixed; correct? 11 A. At the first meeting in March 12 with Sharon Katz, I said I was going to 13 look into it as to why the hours were so 14 low and get back to him. 15 Q. And you also told him that his 16 low hours weren't his fault; correct? 17 MR. BIRENBOIM: Objection to 18 form, mischaracterizes the testimony. 19 THE WITNESS: No, I said I 20 noticed his hours were low and I was 21 going to look into it and get back to 22 him. And I don't recall what he said 23 in response. I don't think he said 24 much in response and that was the end 25 of that meeting, which was the one</p>

<p style="text-align: right;">Page 194</p> <p>1 REID 2 about the pro bono program conflict. 3 BY MR. JEFFRIES: 4 Q. Did you tell him his hours were 5 because of his performance? 6 A. That was at the second March 7 meeting. 8 Q. Did you tell him that his hours 9 were because of his performance reviews? 10 MR. BIRENBOIM: Objection to 11 form. What meeting are we talking 12 about or are you asking for any time? 13 MR. JEFFRIES: The first meeting. 14 THE WITNESS: The first meeting, 15 no. The first March 2017 meeting, no. 16 The second March 2017 meeting, yes. 17 BY MR. JEFFRIES: 18 Q. Do you have any reason to believe 19 that sometime in 2016, someone talked to 20 Mr. Bick about Mr. Cardwell's comments 21 about being staffed on a credit 22 assignment? 23 MR. BIRENBOIM: Objection to 24 form, calls for speculation. You can 25 answer.</p>	<p style="text-align: right;">Page 196</p> <p>1 REID 2 BY MR. JEFFRIES: 3 Q. And that answer is? 4 A. I have no knowledge. 5 Q. Do you have any reason to believe 6 that sometime in 2016, someone talked to 7 Mr. Wolfe about Mr. Cardwell's comments 8 about being staffed on a credit 9 assignment? 10 MR. BIRENBOIM: Objection to 11 form. 12 THE WITNESS: No knowledge. 13 BY MR. JEFFRIES: 14 Q. Around September and October of 15 2016, did you participate in any other 16 discussions that were about Mr. Cardwell 17 and about how he was being staffed at the 18 firm? 19 A. I don't recall any. 20 Q. So Mr. Reid, what's the earliest 21 that you heard anything about Mr. Cardwell 22 making comments related to how he believed 23 his race was impacting his assignments or 24 hours or evaluations? 25 MR. BIRENBOIM: Objection to</p>
<p style="text-align: right;">Page 195</p> <p>1 REID 2 THE WITNESS: I don't recall any 3 awareness of that. 4 BY MR. JEFFRIES: 5 Q. Do you have any reason to believe 6 that sometime in 2016, someone talked to 7 you about -- well, do you have reason to 8 believe that in 2016, someone talked to 9 Mr. Chudd about Mr. Cardwell's comments 10 about being staffed on a credit 11 assignment? 12 MR. BIRENBOIM: Same objection. 13 You can answer if you have any 14 knowledge. 15 THE WITNESS: Same answer. No 16 knowledge. 17 BY MR. JEFFRIES: 18 Q. Do you have any reason to believe 19 that sometime in 2016, someone talked to 20 Brian Wolfe about Mr. Cardwell's comments 21 about being staffed on a credit 22 assignment? 23 MR. BIRENBOIM: Same objection. 24 THE WITNESS: Same answer. 25 ///</p>	<p style="text-align: right;">Page 197</p> <p>1 REID 2 form, assumes facts not in evidence. 3 You can say what you recall, if 4 anything. 5 THE WITNESS: What I recall is 6 the conversation at the second March 7 2017 meeting was the first time that 8 he made a specific claim about his 9 career being affected by race. 10 BY MR. JEFFRIES: 11 Q. So let's get back to the exhibit 12 that's on the screen at this time. 13 A. Yes. 14 Q. Mr. Reid, do you see where it 15 says, "Kaloma needs to be someone's 16 project as soon as possible, i.e., get 17 work and hours and direct feedback," do 18 you see that? 19 A. Yes. 20 Q. During Mr. Cardwell's employment, 21 did you hear anyone describe Mr. Cardwell 22 as a project? 23 A. No. No. 24 Q. During Mr. Cardwell's employment 25 -- well, have you ever heard anyone</p>

50 (Pages 194 - 197)

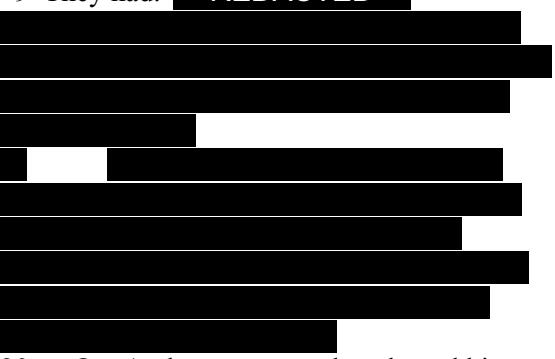
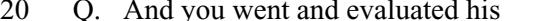
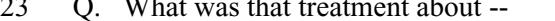
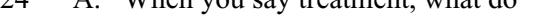
<p style="text-align: right;">Page 218</p> <p>1 REID 2 his performance? 3 [REDACTED] [REDACTED] [REDACTED]</p> <p>8 Q. And it's your testimony -- 9 A. Based on the quality of his work 10 as reflected in the performance reviews, 11 for not one but two years now. 12 Q. And you had reviewed those 13 performance reviews prior to the meeting; 14 correct? 15 A. Yes. 16 Q. And it was your assessment that 17 the performance reviews that you reviewed 18 justified him not receiving any work for 19 the series of months leading up to that 20 meeting? 21 A. It was a cause and effect 22 explanation. I wouldn't use a term like 23 justification. It was a cause and effect 24 explanation. 25 Q. Were there any other causes?</p>	<p style="text-align: right;">Page 220</p> <p>1 REID 2 were exaggerating this typographical 3 error, as he saw it. I said I was 4 disappointed that he was not living up to 5 what he said he could do before, which is 6 take tough feedback. And I said I was 7 also disappointed that I had had to come 8 to him. I had had to raise the issue with 9 him at the previous meeting in March, and 10 I didn't understand why he wasn't being -- 11 he'd shown his willingness to introduce 12 himself to me, to come to dinner with me. 13 I didn't understand why he was being more 14 proactive about managing his career. 15 And I reminded him at the January 16 dinner, that I'd said this job is tough 17 and you've got to really lean in and get 18 through some tough times and adversity and 19 you're not doing that. 20 Q. So what did Mr. Cardwell say to 21 you during the meeting? 22 A. Well, as I mentioned, he 23 basically wanted to dismiss the one 24 particular performance episode as a typo. 25 It wasn't that, it was more than that.</p>
<p style="text-align: right;">Page 219</p> <p>1 REID 2 A. Not that I could discern. 3 Q. Were there any other causes that 4 anyone would be able to attribute to the 5 lack of work that Mr. Cardwell was 6 receiving leading up to that meeting? 7 MR. BIRENBOIM: Objection to 8 form. If you understand the question, 9 you can answer. 10 THE WITNESS: I can tell you I 11 was unable to discern any cause for 12 his lack of work other than two years 13 of poor performance. 14 BY MR. JEFFRIES: 15 Q. What was Mr. Cardwell's reaction 16 to your comments? 17 A. Well, it was surprising. When he 18 was a summer associate, at the January 19 2016 dinner with him and Ms. Adams, on 20 both those occasions he had been quite 21 emphatic with me that he had learned from 22 tough feedback in the past and tough 23 coaches and that he could take it, that he 24 could learn from it. 25 But he continued to say that we</p>	<p style="text-align: right;">Page 221</p> <p>1 REID 2 When I said to him that -- when I reminded 3 him of the I can take tough feedback 4 affirmations that he had made to me twice 5 before and that I didn't think he was 6 living up to that, and that this meeting 7 was about tough feedback and about 8 managing his career, he then started to 9 assert that the reason he wasn't getting 10 work was because he had been, a word he 11 then started to use, repeat several times, 12 he had been racialized. 13 Q. Did he ask you any questions? 14 A. He -- after he said I believe 15 I've been racialized, I had previously 16 said to him that a mistake we Davis Polk 17 partners had made was in not giving him 18 this tough feedback hot on the heels of 19 his annual review at the end of the 20 previous year. 21 And instead, what had happened 22 was several months of inactivity had gone 23 by. I said we should have been on it 24 then, we should have been having a 25 conversation like this then, and we should</p>

<p style="text-align: right;">Page 222</p> <p>1 REID 2 have been structuring a program of mixed 3 assignments with different -- mixed 4 partners who were good teachers. And I 5 said look, this is tough feedback but it's 6 not like you've been inactive for any more 7 than three or four months. 8 You're hopefully going to have a 9 long career and we'll recover these three 10 or four months, if you're the same 11 Mr. Cardwell that I remember with the 12 impressive ambition from your summer 13 associate days and from as recently as 14 January 2016. 15 Q. Did you say a mistake was made or 16 did you tell him that the mistake was that 17 you didn't give him tough feedback? 18 A. I said the mistake was made that 19 we hadn't sat down with him and had the 20 conversation that said REDACTED                                             </p> <p>We had not sat down, put it</p>	<p style="text-align: right;">Page 224</p> <p>1 REID 2 Q. And what was your response? 3 A. That I said that I believed 4 having read the reviews and asked some 5 questions of partners who'd worked with 6 him in the time since our last meeting at 7 the beginning of March, that I was quite 8 convinced that his lack of activity was a 9 direct cause of his poor performance, 10 which was now given two years had passed, 11 several people had worked with him, was 12 quite widely known. The poor performance 13 was quite widely known. 14 Q. If that was his concern, did you 15 tell him the firm would allow him to have 16 the conversation he requested to have with 17 Mr. Bick? 18 A. No, I said I thought it was 19 pointless and what we needed to do was to 20 fill the gap created by three or four 21 months of inactivity by getting him that 22 mixed diet of work with partners that I 23 knew were good teachers and that would 24 give him the best shot of rehabilitation 25 because it was going to involve going over</p>
<p style="text-align: right;">Page 223</p> <p>1 REID 2 in those stark terms and then begun a 3 period of trying to turn it around. 4 Q. What review are you referring to? 5 A. The annual reviews drawn the year 6 before which were built on top of concerns 7 raised in his first set of reviews at the 8 end of 2015. 9 Q. Okay. So just to be clear, I'm 10 hearing reviews; correct? 11 A. Um-hum. 12 Q. All right. So the annual review 13 from the year before and so we're talking 14 about reviews from which years? 15 A. Late 2015 and '16. 16 Q. So the reviews from 2015? 17 A. And '16. 18 Q. And 2016. Did Mr. Cardwell ask 19 if he could be allowed to meet with 20 Mr. Bick to discuss the issues that he 21 puts out? 22 A. He asked for that in the context 23 of I believe my hours have to do with my 24 race, not my performance and I'd like to 25 talk to John Bick about that.</p>	<p style="text-align: right;">Page 225</p> <p>1 REID 2 some pretty junior basic skills. 3 Q. So just to be clear, and based 4 off of the answers you've just given, your 5 testimony is that an associate made a 6 discrimination complaint and you told him 7 his complaint was pointless? 8 MR. BIRENBOIM: Objection to 9 form, completely mischaracterizes the 10 testimony and I think intentionally. 11 Mr. Reid, you may answer. You know 12 that wasn't what he said, 13 Mr. Jeffries. 14 MR. JEFFRIES: Again, 15 Mr. Birenboim -- 16 MR. BIRENBOIM: No, I'm not going 17 to tolerate that kind of misbehavior 18 from a member of the Bar. You should 19 not intentionally misstate testimony. 20 You can answer, Mr. Reid. 21 MR. JEFFRIES: This in no way 22 approximates anything that would be 23 considered distorting the testimony. 24 It's my examination of this witness 25 with respect to a specific issue and</p>

<p style="text-align: right;">Page 226</p> <p>1 REID 2 if it doesn't comport with what you 3 believe should be the tactics taken, 4 then you have your remedies and there 5 will be an examination of the record. 6 But I'm going to ask for the second 7 time now that you make succinct 8 objections.</p> <p>9 Madam Reporter, can you read the 10 question back?</p> <p>11 (Record read.)</p> <p>12 THE WITNESS: Incorrect.</p> <p>13 MR. BIRENBOIM: Objection, 14 completely mischaracterizes the 15 testimony. You may answer.</p> <p>16 THE WITNESS: It's an 17 incorrect -- the question distorts my 18 previous answer.</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. Mr. Reid, did Mr. Cardwell tell 21 you that he believed the staffing was due 22 to his race?</p> <p>23 A. Yes.</p> <p>24 Q. And so that's a racial complaint; 25 correct?</p>	<p style="text-align: right;">Page 228</p> <p>1 REID 2 Q. And is that what you did? 3 A. I believe I did. 4 Q. What's the basis of your belief 5 you reported this to either the management 6 committee or internal counsel? 7 A. I recall discussions about the 8 meeting shortly in the days that followed. 9 Q. Well, was there any kind of memo 10 that you made in regards to the meeting 11 that we're discussing with Mr. Cardwell? 12 A. No, there were two things I did. 13 I wanted folks to know that that specific 14 complaint, to my knowledge, the first from 15 him had been made, and I also wanted to 16 get on without any interference with the 17 other thing that I had spoken to 18 Mr. Cardwell about, which was getting him 19 work, getting him busy and getting him 20 rehabilitated in terms of his performance. 21 Q. So did you send any e-mails to 22 the management committee about the -- 23 A. I don't recall. 24 Q. Did you send any e-mails to 25 Sharon Crane about the meeting that you</p>
<p style="text-align: right;">Page 227</p> <p>1 REID 2 A. Yes.</p> <p>3 MR. BIRENBOIM: Objection to 4 form. You may answer.</p> <p>5 BY MR. JEFFRIES:</p> <p>6 Q. When I asked you whether or 7 not -- and when we spoke about the fact 8 that Mr. Cardwell wanted to speak to 9 Mr. Bick because he believed that his 10 staffing was related to his race, the 11 answer to that question previous was that 12 you believed it was pointless; correct?</p> <p>13 A. I believed the conversation with 14 Mr. Bick was pointless. I did not tell 15 him the complaint was pointless and unlike 16 the general discussion we had about race 17 in society in January 2016, unlike the 18 conversation we had about race and 19 incarceration issues just a few weeks 20 previously, I realized this was a very 21 different kind of conversation, and this 22 was not a pointless complaint and needed 23 to be reported by me to the other members 24 of the management committee and to our 25 internal counsel, I believe.</p>	<p style="text-align: right;">Page 229</p> <p>1 REID 2 just had with Mr. Cardwell? 3 A. I don't recall e-mails but I may 4 well have communicated to her the 5 substance of his complaint.</p> <p>6 Q. Did you write down in any way the 7 details about the complaint that 8 Mr. Cardwell had made to you?</p> <p>9 A. I don't recall. It wasn't a 10 complex complaint.</p> <p>11 Q. Right. I agree. And so my 12 question to you, especially in light of 13 how it wasn't a complicated complaint, I'm 14 struggling to understand why it wasn't 15 reduced to writing of some sort.</p> <p>16 A. Because --</p> <p>17 MR. BIRENBOIM: Objection, 18 argumentative. Just testify to the 19 facts, Mr. Reid.</p> <p>20 THE WITNESS: It can be reported 21 orally and that's what I did.</p> <p>22 BY MR. JEFFRIES:</p> <p>23 Q. So your testimony is you reported 24 this complaint orally and that's it; is 25 that correct?</p>

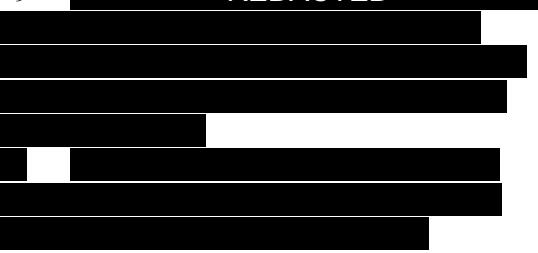
<p style="text-align: right;">Page 230</p> <p>1 REID 2 A. I believe that's right. I don't 3 recall writing any e-mails about it. I 4 may have done but I believe it was 5 straightforward enough it could just be 6 reported out orally. 7 Q. And did this complaint trigger an 8 investigation? 9 A. We'd already done -- there had 10 already been work that I had done looking 11 at his review folders to make sure the 12 comments that were so adverse were 13 specific enough as to make me comfortable 14 that they were not driven by conscious or 15 unconscious bias. I believe I asked 16 internal counsel or Sharon Crane -- 17 MR. BIRENBOIM: I'm going to 18 caution the witness not to disclose 19 conversations with counsel. You can 20 testify generally if you spoke to 21 counsel and the subject matter. 22 THE WITNESS: So I did speak to 23 them and I think it would have been 24 with a view to making sure that we 25 were not missing anything here and</p>	<p style="text-align: right;">Page 232</p> <p>1 REID 2 was that I looked at his review folders 3 going into the meeting and had seen that 4 the comments that were adverse regarding 5 his performance were quite specific. 6 Q. So now I'm asking you about the 7 comment that Mr. Cardwell made with 8 respect to his belief that there was 9 racial -- there was a racial reason 10 related to his lack of work. And I'm 11 asking you whether the firm conducted an 12 investigation into that complaint. 13 MR. BIRENBOIM: You can answer 14 that yes or no, Mr. Reid. Just don't 15 disclose conversations -- 16 THE WITNESS: I was actually 17 trying to keep a thread on your 18 question. Can you repeat it, please? 19 BY MR. JEFFRIES: 20 Q. Sure. 21 Did the firm conduct an 22 investigation into Mr. Cardwell's 23 discrimination complaint? 24 A. It was looked into, I believe. 25 Q. What's your basis for that</p>
<p style="text-align: right;">Page 231</p> <p>1 REID 2 that the facts from the review 3 folders, which were quite clear, were 4 the facts and the only facts. 5 BY MR. JEFFRIES: 6 Q. So that we're on the same page, 7 you understand the difference between an 8 investigation into performance and an 9 investigation into a racial complaint, 10 correct, Mr. Reid? 11 MR. BIRENBOIM: Objection to 12 form. 13 MR. JEFFRIES: I'm sorry, I 14 didn't hear your answer. 15 MR. BIRENBOIM: You may answer if 16 you understand it different. 17 THE WITNESS: They are two 18 different topics so they are two 19 different investigations. 20 BY MR. JEFFRIES: 21 Q. Right. And so in your previous 22 answer, you discussed a focus that you had 23 on his performance going into that 24 meeting; correct? 25 A. What I said in my previous answer</p>	<p style="text-align: right;">Page 233</p> <p>1 REID 2 belief? 3 A. There were a number of people who 4 had -- who were -- who this was reported 5 to. And in their follow-up, which I left 6 them to do, I would imagine they would 7 make sure themselves that there had been 8 no racial bias at work in his performance 9 reviews. Again, what I would have been 10 worried by is reviews that said 11 Mr. Cardwell doesn't seem to get it, 12 Mr. Cardwell doesn't really fit in the M&A 13 practice, qualitative, vague reviews like 14 that. That is not what I saw. What I saw 15 were very specific, with examples, 16 problems. 17 Q. To be clear, Mr. Reid, you 18 conflated your assessment of 19 Mr. Cardwell's performance reviews into an 20 analysis of Mr. Cardwell's racial 21 complaint. And so -- 22 A. No, no, that's not what I said. 23 Q. Okay. We'll fix this now. 24 My question to you to be quite 25 clear is whether or not an investigation</p>

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<p style="text-align: right;">Page 234</p> <p>1 REID 2 was conducted or not. 3 MR. BIRENBOIM: Objection, asked 4 and answered. If you have anything to 5 add you can add. 6 THE WITNESS: Nothing to add. 7 BY MR. JEFFRIES: 8 Q. Well, I need your answer. Is 9 your answer yes or no as to whether or not 10 a complaint, the complaint was 11 investigated? 12 MR. BIRENBOIM: Asked and 13 answered again, Mr. Reid. 14 THE WITNESS: Nothing to add 15 beyond the answer. If you want to 16 have it read out again so you can 17 remind yourself of what it was, that's 18 fine. 19 BY MR. JEFFRIES: 20 Q. That's not the way it goes, 21 Mr. Reid. Respectfully, I would ask that 22 you -- irrespective of how you feel about 23 the amount of time we're spending on this 24 issue, I ask for your answer in regards to 25 whether or not you have knowledge of an</p>	<p style="text-align: right;">Page 236</p> <p>1 REID 2 the review of the folders, my 3 assessment of the review folders, I 4 was alert to making sure that the 5 criticisms were concrete, specific, 6 substantiated by examples. 7 BY MR. JEFFRIES: 8 Q. You were the managing partner at 9 this time and you had reviewed 10 Mr. Cardwell's files. In your assessment 11 at that time, did you believe that 12 Mr. Cardwell had made a racial 13 discrimination complaint that had merit 14 enough to be reported to the firm? 15 MR. BIRENBOIM: Objection to 16 form. You may answer, Mr. Reid, if 17 you can. 18 THE WITNESS: I mean your 19 question talks about my review of his 20 folders and then you talk about his 21 racial complaints. 22 BY MR. JEFFRIES: 23 Q. That's what your answers have 24 been doing, Mr. Reid. 25 A. No, they are entirely</p>
<p style="text-align: right;">Page 235</p> <p>1 REID 2 investigation taking place because of 3 Mr. Cardwell's complaint to you, yes or 4 no. 5 A. I believe the answer is that it 6 was considered in the context of the 7 reaction to what he accused the firm of at 8 the meeting I had with him. I did not 9 play a specific role in that, other than 10 to satisfy myself personally that the 11 reviews were substantiated with specific 12 examples of extremely poor performance. 13 Q. So does that in some way relate 14 to the fact -- or does that in some way 15 relate to whether or not Mr. Cardwell's 16 complaint was deemed to have merit by the 17 firm? 18 MR. BIRENBOIM: Objection to 19 form, mischaracterizes the testimony. 20 MR. JEFFRIES: My question -- 21 MR. BIRENBOIM: And Mr. Reid, you 22 should not disclose any conversations 23 with counsel. 24 THE WITNESS: All I'm disclosing 25 is what I did personally which was in</p>	<p style="text-align: right;">Page 237</p> <p>1 REID 2 unconnected. 3 Q. Well, they have been connected 4 for the past five minutes. 5 A. You talked of his complaint. 6 What I was looking for was to make sure 7 the reviews had been done carefully with 8 specific examples of poor performance. 9 They had. REDACTED                    <img alt="Redacted content" data-bbox="535 3895 8</p>

<p style="text-align: right;">Page 238</p> <p>1 REID 2 MR. BIRENBOIM: Objection -- you 3 need to give counsel time to object if 4 there's an objection. 5 BY MR. JEFFRIES: 6 Q. The treatment I'm talking about 7 is the performance reviews, the 8 negative -- withdrawn. 9 You said Mr. Cardwell complained 10 about treatment; correct? 11 MR. BIRENBOIM: Objection to 12 form. You may answer, Mr. Reid, if 13 you have anything to add. 14 THE WITNESS: I have nothing to 15 add to what I said before, which is he 16 complained that he had been racialized 17 after I and Mr. Kreynin had given him 18 examples about why his performance was 19 suffering badly. 20 BY MR. JEFFRIES: 21 Q. What is the conduct that he was 22 complaining about, Mr. Reid? 23 A. I think he was linking the 24 racialization to the fact that he had had 25 no work or very little work for the</p>	<p style="text-align: right;">Page 240</p> <p>1 REID 2 that way, so it was not about me 3 personally, it was about him. 4 Q. Who did he claim had racialized 5 him? 6 A. I don't recall him putting a 7 specific name of any lawyer or other 8 staff -- or a staff person at Davis Polk. 9 I do recall him saying he wanted to speak 10 to John Bick about why he had not received 11 work. 12 MR. JEFFRIES: Let's go off for a 13 moment. 14 (Recess taken from 3:35 p.m. to 15 3:53 p.m.) 16 BY MR. JEFFRIES: 17 Q. So Mr. Reid, prior to the break, 18 we were discussing a March 29, 2017 19 meeting between yourself and Mr. Cardwell 20 and Mr. Kreynin. During the conversation 21 that we were discussing, did you use any 22 football analogies? 23 A. Did I use any what, sorry? 24 Q. Did you use any football 25 analogies?</p>
<p style="text-align: right;">Page 239</p> <p>1 REID 2 previous three or four months. 3 Q. Thank you. 4 Are you saying he was accusing 5 you about racializing him? 6 A. Me personally? 7 Q. Yes, are you saying that he was 8 accusing you of racializing him? 9 A. He did not accuse me personally 10 at that point in time. 11 Q. But his comments were about 12 someone else; correct? 13 MR. BIRENBOIM: Objection to 14 form. You may answer if you have any 15 more testimony about that. 16 THE WITNESS: His comments were 17 about him, not me. 18 BY MR. JEFFRIES: 19 Q. Is it your testimony that he 20 racialized himself? 21 A. No, no, you're twisting words 22 again, Mr. Jeffries. What I said there is 23 that he was making comments about the way 24 he had been dealt with, not -- he was not 25 saying it was me who had dealt with him</p>	<p style="text-align: right;">Page 241</p> <p>1 REID 2 A. Yes, I did. Yes. 3 Q. What did you say? Describe that, 4 please. 5 A. Sorry, I cut you off. What did I 6 say and then? 7 Q. Tell me what you said. 8 A. You recall in one of our previous 9 Qs and As, I told you about what I said to 10 him having looked into his performance 11 reviews, and he had dismissed those -- 12 repeatedly dismissed those as our being, 13 Mr. Kreynin and I exaggerating a typo, a 14 mere typographical error. 15 REDACTED </p>

<p style="text-align: right;">Page 246</p> <p>1 REID 2 your testimony?</p> <p>3 MR. BIRENBOIM: Objection to 4 form, mischaracterizes the testimony. 5 You may answer.</p> <p>6 THE WITNESS: I don't know what 7 you mean by fully responded. I don't 8 understand the question.</p> <p>9 BY MR. JEFFRIES:</p> <p>10 Q. I'm just trying to get the 11 sequence down. It sounds like you're 12 saying that you told him he'd be off the 13 field before he responded to your comments 14 to him about his performance?</p> <p>15 MR. BIRENBOIM: Objection to 16 form, mischaracterizes the entirety of 17 his testimony. You may answer.</p> <p>18 THE WITNESS: I've given you the 19 sequence. If you want to try and 20 restate the question to get a new 21 question, please do, but I think I've 22 answered the context in which I, 23 again, trying to tap in to what he 24 told me before about his college 25 football experience, to tap into that</p>	<p style="text-align: right;">Page 248</p> <p>1 REID 2 understand it.</p> <p>3 THE WITNESS: I read his review 4 folders initially by myself and then I 5 had a conversation with Mr. Kreyzin 6 and I believe a conversation with 7 another M&A partner who had a 8 disappointing experience with him, 9 which I raised with Mr. Cardwell in 10 the meeting as well.</p> <p>11 BY MR. JEFFRIES:</p> <p>12 Q. Who was the other M&A partner who 13 had a disappointing experience?</p> <p>14 A. Marc Williams.</p> <p>15 Q. How did Marc find out about the 16 meeting?</p> <p>17 A. Which meeting?</p> <p>18 Q. The March 29th meeting. Did you 19 inform Mr. Williams --</p> <p>20 A. I called Mr. Williams and I said 21 I understand -- and I don't know how I 22 came to understand whether it was through 23 the review folders or Mr. Kreyzin, I don't 24 know, but I called Marc, Mr. Williams, and 25 asked him to walk me through what the</p>
<p style="text-align: right;">Page 247</p> <p>1 REID 2 and motivate him to engage with us to 3 recover the lost ground of the 4 previous three or four months with new 5 work.</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. How did Mr. Cardwell react to you 8 telling him he'd be off the field?</p> <p>9 MR. BIRENBOIM: Objection, 10 mischaracterizing the testimony again 11 but you may answer.</p> <p>12 THE WITNESS: I don't recall him 13 reacting specifically to that 14 statement. It was after that that he 15 started to allege that his lack of 16 work was the product of -- it was a 17 consequence of him being as he said 18 racialized.</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. In the process of your making 21 your assessment about Mr. Cardwell's 22 performance, who participated in that 23 process with you?</p> <p>24 MR. BIRENBOIM: Objection to 25 form. You can answer if you</p>	<p style="text-align: right;">Page 249</p> <p>1 REID 2 performance problem was in his 3 transaction.</p> <p>4 Q. So your assessments -- were you 5 trying to get an assessment of 6 Mr. Cardwell's performance, is that why 7 you called him?</p> <p>8 A. I was -- yes, I was building a 9 picture of what progress he'd made in the 10 previous years since our January 2016 11 conversation.</p> <p>12 Q. Did you call any other partners?</p> <p>13 A. I don't think so. I don't 14 recall.</p> <p>15 Q. So to your recollection, Marc 16 Williams was the only one; is that 17 correct?</p> <p>18 A. Mr. Kreyzin and Mr. Williams I 19 believe were the only partners I spoke to. 20 I read other reviews by other partners but 21 in terms of phone conversations, they were 22 the only ones.</p> <p>23 Q. So you only went to one other 24 partner aside from Mr. Kreyzin to get an 25 assessment of Mr. Cardwell's performance;</p>

<p>1 REID 2 is that correct? 3 A. I had one other phone 4 conversation, I reviewed the other files. 5 Q. And from that, from that review 6 of the files, the phone call with 7 Mr. Williams and the conversation with 8 Mr. Kreynin, you knew that when 9 Mr. Cardwell complained about 10 discrimination on March 29th that 11 discrimination could not have been the 12 cause of his staffing, is that your 13 testimony? 14 MR. BIRENBOIM: Objection, 15 mischaracterizes the testimony. You 16 may answer. 17 THE WITNESS: I was comfortable 18 that race was no part of his 19 inactivity, that it was a direct 20 consequence from his poor performance 21 documented in two sets of annual 22 reviews. 23 BY MR. JEFFRIES: 24 Q. Did your assessment with respect 25 to whether or not race played a role in</p>	<p>Page 250</p> <p>1 REID 2 not the cause of the staffing. Did you 3 reach that conclusion before or during the 4 meeting? 5 A. Before the meeting, as I 6 mentioned in several previous answers, 7 from my reading of his reviews, I was 8 comfortable that the criticisms made were 9 specific, well documented, well explained, 10 with examples, and I only got more 11 comfortable after speaking with 12 Mr. Kreynin and Mr. Williams. 13 MR. JEFFRIES: At this time I'm 14 going to ask that tab 17 be moved into 15 evidence. 16 (Exhibit 14, document Bates 17 labeled DPW_SDNY-000052001, marked for 18 identification.) 19 BY MR. JEFFRIES: 20 Q. Mr. Reid, would you please take a 21 look at the item that's on the screen 22 right now? 23 A. Um-hum. 24 Q. And this is an e-mail; correct? 25 A. Yes.</p>
<p>1 REID 2 Mr. Cardwell's staffing impact the manner 3 in which the firm undertook or did not 4 undertake an investigation of 5 Mr. Cardwell's racial complaint? 6 MR. BIRENBOIM: Objection to 7 form. If you understand that 8 question, you can answer. 9 THE WITNESS: I don't. 10 MR. JEFFRIES: Madam Reporter, 11 can you read the question back? 12 (Record read.) 13 MR. JEFFRIES: Can you answer 14 that question upon hearing it a second 15 time, Mr. Reid? 16 MR. BIRENBOIM: Objection to 17 form. If you understand it, you can 18 answer it. 19 THE WITNESS: If what you're 20 asking is did the fact that I looked 21 at the reviews mean nobody else was 22 allowed to think about causes of this 23 inactivity, no, the answer is no. 24 BY MR. JEFFRIES: 25 Q. You concluded discrimination was</p>	<p>Page 251</p> <p>1 REID 2 Q. And this is an e-mail from 3 Mr. Cardwell to Mr. Goldberg? 4 A. Yes, yes. 5 Q. And the date sent was May 22, 6 2017 and the subject is checking in; 7 correct? 8 A. Yes, yes. 9 REDACTED  17 Q. When did you find out about this 18 particular contact? 19 MR. BIRENBOIM: Objection to 20 form, no foundation. 21 BY MR. JEFFRIES: 22 Q. I'll restate it. 23 Is today the first day you found 24 out about this particular contact between 25 Mr. Cardwell and Mr. Goldberg?</p>

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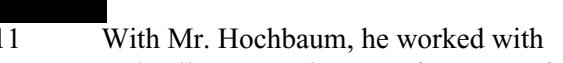
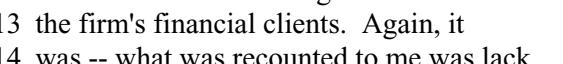
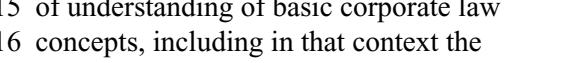
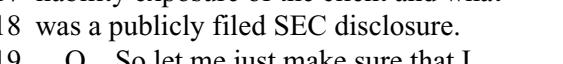
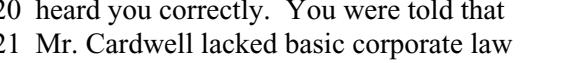
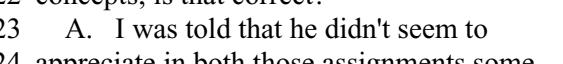
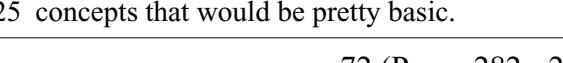
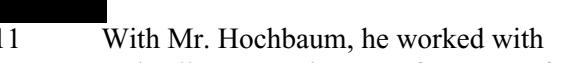
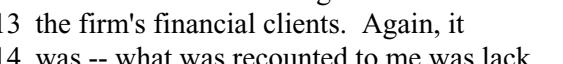
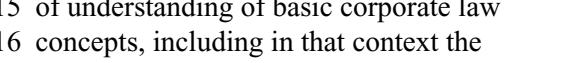
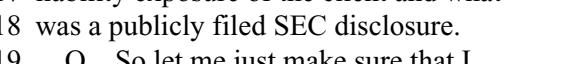
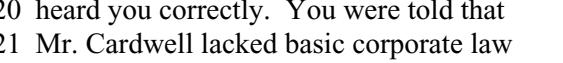
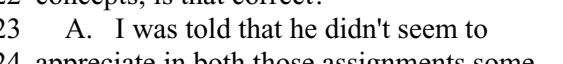
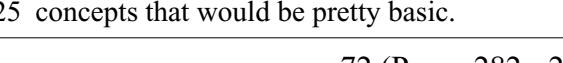
<p style="text-align: right;">Page 254</p> <p>1 REID 2 A. I don't recall. I may have heard 3 about it after that there had been some 4 explanation to Louis but -- i.e., as to 5 why he needed to take medical leave, but I 6 don't recall the specifics here and I 7 certainly don't recall this e-mail which 8 I'm not on. 9 Q. During Mr. Cardwell's employment, 10 did you ever hear anything about 11 Mr. Cardwell, Louis Goldberg and Sharon 12 Crane having a meeting? 13 A. No, I did not hear about that 14 meeting. I knew that he was in contact 15 with Louis at this point in time because 16 following the March 29th meeting, Louis 17 was one of the first good teaching 18 partners that we -- that Mr. Cardwell 19 worked with. 20 Q. Did you have any conversations 21 with Sharon Crane about this meeting 22 between Mr. Cardwell, Mr. Goldberg and 23 Sharon Katz? 24 MR. BIRENBOIM: Objection to 25 form, no foundation. You can answer,</p>	<p style="text-align: right;">Page 256</p> <p>1 REID 2 didn't hear about this in spite of the 3 complaint that Mr. Cardwell had made on 4 March 29th to you, you didn't hear 5 anything about this e-mail which would 6 have been after that during which 7 Mr. Cardwell -- 8 A. I don't recall hearing about this 9 e-mail or seeing it. 10 Q. In your experience at Davis Polk, 11 is it common for associates to make 12 discrimination complaints? 13 MR. BIRENBOIM: Objection to 14 form. You may answer. 15 THE WITNESS: Not to my 16 knowledge, no. 17 BY MR. JEFFRIES: 18 Q. So by virtue of the fact that 19 your testimony is you did not have 20 knowledge of this e-mail on May 22nd, 21 would it stand to reason that the firm was 22 not checking on Mr. Cardwell after the 23 meeting that had taken place between 24 yourself and him on March 29th? 25 MR. BIRENBOIM: Objection to</p>
<p style="text-align: right;">Page 255</p> <p>1 REID 2 Mr. Reid, if you have any knowledge. 3 THE WITNESS: I think the 4 question was a meeting between 5 Mr. Goldberg, Mr. Kreyzin and 6 Sharon Katz and I have no recollection 7 of any such meeting. 8 BY MR. JEFFRIES: 9 Q. Did you have any conversations 10 with Sharon Crane about the meeting with 11 Mr. Cardwell and about the e-mail from 12 Mr. Cardwell to Mr. Goldberg? 13 A. I don't believe I did. 14 Q. And did you get any kind of 15 update about this exchange between 16 Mr. Cardwell and Mr. Goldberg? 17 MR. BIRENBOIM: Objection to 18 form. His testimony was he never 19 heard of it but you may answer. 20 THE WITNESS: That's right. I 21 mean update is -- can't be an update 22 if I didn't know about it in the first 23 place. 24 BY MR. JEFFRIES: 25 Q. So it's your testimony that you</p>	<p style="text-align: right;">Page 257</p> <p>1 REID 2 form. You may answer. 3 THE WITNESS: No, I think that's 4 a clearly erroneous conclusion you've 5 made there. 6 BY MR. JEFFRIES: 7 Q. So you reported Mr. Cardwell's 8 complaint on the 29th; right? Or March 9 29th you reported that complaint; correct? 10 A. I shared what he said shortly, if 11 not right after that meeting, correct. 12 Q. And after sharing what he said, 13 at that point the firm was on notice that 14 Mr. Cardwell had made a racial 15 discrimination complaint; correct? 16 MR. BIRENBOIM: Objection to 17 form. You may answer. 18 THE WITNESS: He said he'd been 19 racialized. 20 BY MR. JEFFRIES: 21 Q. Well, the firm would have been on 22 notice that Mr. Cardwell -- 23 A. The firm was on notice that he 24 said he'd been racialized and that was why 25 he had no work.</p>

<p style="text-align: right;">Page 258</p> <p>1 REID 2 Q. And you're saying despite having 3 knowledge or despite being told that an 4 associate had made a complaint of being 5 racialized, a racial complaint, you're 6 saying that no one at the firm told you 7 about this e-mail from Mr. Cardwell on the 8 next day or shortly afterwards? 9 A. The next day after what, this 10 e-mail? 11 Q. Yes. 12 A. I don't recall ever hearing about 13 this e-mail. I do recall him taking time 14 out for medical leave, that's all. 15 Q. You don't think it would be odd 16 for a complaint or an e-mail like this 17 from an associate who had made a complaint 18 of being racially discriminated against 19 within less than two months earlier would 20 not have been brought to your attention? 21 A. I don't think it changed the 22 character of the issue that came up on 23 March 29th. I could imagine why people 24 who saw this e-mail -- 25 Q. Do you recall Mr. Cardwell</p>	<p style="text-align: right;">Page 260</p> <p>1 REID 2 about a meeting between Sharon Crane, 3 Louis Goldberg and Kaloma Cardwell? 4 A. I don't recall. 5 MR. BIRENBOIM: Objection, Tom, 6 let me -- objection to the extent it 7 calls for the disclosure of any 8 communications with counsel, including 9 factual communications. Otherwise you 10 may answer. 11 THE WITNESS: Again, I don't 12 recall the e-mail or the meeting. 13 MR. JEFFRIES: Can I have tab 18 14 brought up? 15 (Exhibit 15, document Bates 16 labeled DPW_SDNY-000097882, marked for 17 identification.) 18 BY MR. JEFFRIES: 19 Q. Can you just enlarge this a bit? 20 A. Got it. 21 Q. Now, this is an e-mail; correct? 22 A. Yes. 23 Q. And on this e-mail, it's sent 24 from Sharon Crane; correct? 25 A. Yes.</p>
<p style="text-align: right;">Page 259</p> <p>1 REID 2 meeting with Ms. Sharon Crane and 3 Mr. Goldberg on May 23rd, the day after 4 this e-mail? 5 A. I don't recall that. 6 Q. Did you ever hear in any fashion 7 about a meeting between Mr. Cardwell, 8 Sharon Crane and Mr. Goldberg in relation 9 to an e-mail that he sent? 10 A. I don't recall. 11 MR. BIRENBOIM: Wait, Mr. Reid. 12 Objection to the extent it calls for 13 the disclosure of any privileged 14 communications you had with in-house 15 counsel on any of these issues. 16 Excluding that, you can answer the 17 question. 18 THE WITNESS: Can you repeat the 19 question again, please? 20 BY MR. JEFFRIES: 21 Q. I'll restate it. And to be clear 22 I'm not asking about any advice or any 23 interpretation of any principles conveyed 24 to you by legal counsel. I'm asking you, 25 sir, if there came a time when you learned</p>	<p style="text-align: right;">Page 261</p> <p>1 REID 2 Q. And it's sent to you as a 3 recipient; correct? 4 A. And John Bick, correct. 5 Q. Right, yourself and John Bick. 6 And the date on which it is sent is May 7 23rd of 2017; right? 8 A. I see that. 9 Q. And that would be the day after 10 that prior e-mail that we were just 11 discussing between Mr. Cardwell and Louis 12 Goldberg; correct? 13 A. Right. 14 Q. Do you see in the subject line 15 where it states, "Louis and I spoke to 16 Kaloma today. I can fill you in tomorrow 17 at your convenience," do you see that? 18 A. That line is the only text in the 19 e-mail so it's easy to see. 20 Q. Do you deny receiving this 21 e-mail? 22 A. I don't recall it. I clearly got 23 the e-mail, that's my old e-mail address 24 but I just don't recall that e-mail. 25 Q. So that I'm clear, Mr. Cardwell</p>

<p style="text-align: right;">Page 270</p> <p>1 REID 2 you before, I was focused on making 3 sure we delivered on the promise of 4 getting him work so that he might have 5 a chance of recovering the lost ground 6 of the previous months. I was updated 7 that he had taken some medical -- 8 before that, I was updated that he had 9 taken vacation. Then I remember being 10 updated that he had taken medical 11 leave. I don't specifically remember 12 this e-mail or the one you showed me 13 before. And that's what I was focused 14 on and I -- those were the updates I 15 got, who he was working for and on 16 what.</p> <p>17 BY MR. JEFFRIES:</p> <p>18 Q. Well, were you told that he made 19 a complaint on May 22nd or only that he 20 took leave?</p> <p>21 MR. BIRENBOIM: Objection -- Tom, 22 Mr. Reid. Objection to the form, 23 misstates the evidence. You may 24 answer.</p> <p>25 THE WITNESS: All I recall was</p>	<p style="text-align: right;">Page 272</p> <p>1 REID 2 your understanding about the complaint 3 made by Mr. Cardwell, what did it allege? 4 MR. BIRENBOIM: Objection to 5 form. You may answer.</p> <p>6 THE WITNESS: It alleged what I 7 read in the complaint.</p> <p>8 BY MR. JEFFRIES:</p> <p>9 Q. And I'm asking for your 10 recollection about that.</p> <p>11 A. It was more by way of detail to 12 follow up on his March 29th allegation of 13 racialization, of being racialized.</p> <p>14 Q. And that was after his March 29th 15 complaint; correct?</p> <p>16 MR. BIRENBOIM: Objection to 17 form, misstates testimony. You may 18 answer.</p> <p>19 THE WITNESS: August is after the 20 March 29th meeting and what was said 21 there. If that's what you're asking, 22 the answer is yes.</p> <p>23 BY MR. JEFFRIES:</p> <p>24 Q. How did you react to 25 Mr. Cardwell's EEOC complaint?</p>
<p style="text-align: right;">Page 271</p> <p>1 REID 2 the medical leave point.</p> <p>3 BY MR. JEFFRIES:</p> <p>4 REDACTED</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>9 Q. How did you find out about it?</p> <p>10 A. We received a copy. The firm 11 received a copy.</p> <p>12 Q. Aside from the firm receiving a 13 copy overall, how did you specifically 14 find out about it?</p> <p>15 MR. BIRENBOIM: Objection to the 16 extent it calls for the disclosure of 17 communications with counsel. 18 Otherwise you may answer.</p> <p>19 THE WITNESS: I don't recall how 20 I got it. By that I mean I don't 21 recall how it was sent to me, who 22 sent it to me. I do remember seeing 23 it.</p> <p>24 BY MR. JEFFRIES:</p> <p>25 Q. By virtue of seeing it, what was</p>	<p style="text-align: right;">Page 273</p> <p>1 REID 2 A. React to it? I read it and made 3 sure it was being handled by internal and 4 external counsel.</p> <p>5 Q. Did you have any particular 6 reaction to the complaint?</p> <p>7 A. Not more than what I just said.</p> <p>8 Q. Were you obligated to act on the 9 complaint in any way in your role as a 10 partner?</p> <p>11 MR. BIRENBOIM: Objection to 12 form. I don't understand the 13 question. You can answer it if you 14 understand.</p> <p>15 THE WITNESS: I do not understand 16 it.</p> <p>17 BY MR. JEFFRIES:</p> <p>18 Q. My question to you is by virtue 19 of your role as a partner, were you 20 obligated in any way to take steps that 21 were triggered by the complaint that you 22 received from Mr. Cardwell?</p> <p>23 MR. BIRENBOIM: Still object to 24 the form on the same ground. If you 25 understand it, you can answer.</p>

<p style="text-align: right;">Page 274</p> <p>1 REID 2 THE WITNESS: I'll repeat what I 3 said, I read it and I made sure it was 4 being handled by counsel. 5 BY MR. JEFFRIES: 6 Q. Did you talk to any of the M&A 7 partners about Mr. Cardwell's EEOC or NYS 8 DHR complaints? 9 MR. BIRENBOIM: I caution you to 10 not disclose discussions with counsel, 11 but if you had conversations with M&A 12 partners not in the presence of 13 counsel, you can answer. 14 THE WITNESS: I don't recall any 15 specific discussions but again, I 16 recall we went over this, John Bick 17 was an M&A partner as well as sitting 18 on the management committee, so I 19 don't recall any specific discussions 20 with John but he was on the management 21 committee, so I'm sure I was in a 22 discussion or more with him. 23 BY MR. JEFFRIES: 24 Q. Do you recall any specific 25 discussions after the March 29th meeting</p>	<p style="text-align: right;">Page 276</p> <p>1 REID 2 THE WITNESS: Can you repeat 3 that? I lost what you were asking at 4 the end. Can you repeat the question, 5 please? 6 BY MR. JEFFRIES: 7 Q. Surely. 8 Do you recall any conversations 9 with anyone related to Mr. Cardwell 10 following March 29th? 11 MR. BIRENBOIM: Same objection. 12 THE WITNESS: Yes, and the 13 discussions I recall were to do with 14 his getting work with Mr. Bick, and I 15 think the first assignment he got was 16 from Mr. Goldberg. And those are the 17 only specific discussions I recall, 18 when that assignment was given. 19 BY MR. JEFFRIES: 20 Q. So the only specific discussions 21 you recall after March 29th related to 22 Mr. Cardwell would be discussions with 23 Mr. Bick and discussions with 24 Mr. Goldberg? 25 A. Actually, there was one</p>
<p style="text-align: right;">Page 275</p> <p>1 REID 2 that you had with Mr. Cardwell with John 3 Bick? 4 A. With Mr. Cardwell, no. I only 5 recall, and I believe it was an e-mail, 6 confirming that he could take a few weeks 7 vacation after the March 29th meeting. 8 Q. I'm actually asking you if you 9 recall any specific conversations with 10 Mr. Bick after your March 29th meeting 11 with Mr. Cardwell. 12 A. As I mentioned, I reported the 13 conversation with Mr. Cardwell on March 14 29th to the management committee and that 15 would have included Mr. Bick. 16 Q. Did Mr. Bick have any comments to 17 your reporting of the March 29th meeting? 18 A. I don't recall any. 19 Q. Do you recall any conversations 20 with anyone related to Mr. Cardwell 21 following the March 29th meeting? 22 MR. BIRENBOIM: Objection to the 23 extent it calls for the disclosure of 24 any discussions with counsel. 25 Otherwise you may respond.</p>	<p style="text-align: right;">Page 277</p> <p>1 REID 2 conversation I had, I believe, with Lee 3 Hochbaum, who I believe was also one of 4 the good teaching partners that I 5 mentioned before, that he and Mr. Cardwell 6 did some work for. 7 Q. Just before we move off of this, 8 what about with respect to Sharon Crane, 9 did you have any conversations with Sharon 10 Crane about Mr. Cardwell after the March 11 29th -- after the March 29th meeting, but 12 before the May 23rd e-mail from her to 13 you? 14 A. I don't recall any. 15 Q. Were you involved in any way in 16 the drafting or creation of any of the 17 information that appeared in Davis Polk's 18 NYS DHR answer and position statement in 19 response to Mr. Cardwell's complaints? 20 MR. BIRENBOIM: You can answer 21 that yes or no. 22 THE WITNESS: The answer to 23 the -- when was that filed, the 24 answer? 25 MR. JEFFRIES: Just one moment.</p>

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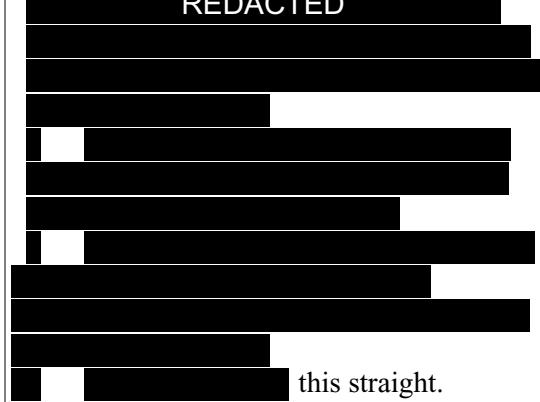
<p style="text-align: right;">Page 282</p> <p>1 REID 2 about the belief that Mr. Cardwell was a 3 poor performer. 4 MR. BIRENBOIM: Objection to the 5 extent it calls for the disclosure of 6 any communications with counsel or any 7 work product that led to the creation 8 of the answer. All of that is 9 privileged.</p> <p>10 BY MR. JEFFRIES:</p> <p>11 Q. You mentioned talking to 12 Mr. Bick; correct?</p> <p>13 A. As part of my report to the 14 management committee, that's correct.</p> <p>15 Q. And you mentioned talking to Lee 16 Hochbaum; correct?</p> <p>17 A. Correct.</p> <p>18 Q. And you mentioned talking to 19 Louis Goldberg; correct?</p> <p>20 A. Correct.</p> <p>21 Q. And so who else besides you held 22 the belief that Mr. Cardwell's performance 23 was the cause of his experience?</p> <p>24 A. Who --</p> <p>25 MR. BIRENBOIM: Objection to</p>	<p style="text-align: right;">Page 284</p> <p>1 REID 2 THE WITNESS: I think you have 3 got the question the wrong way around. 4 You're asking a question about a 5 belief that his inactivity was caused 6 by his poor performance. REDACTED                   </p>
<p style="text-align: right;">Page 283</p> <p>1 REID 2 form. I don't know how he can answer 3 what is in other people's heads but to 4 the extent you know, you can answer. 5 THE WITNESS: All I can say is 6 that the EEOC complaint was served 7 against the firm, Davis Polk, the 8 answer was filed by the firm, Davis 9 Polk, not by me personally, the answer 10 was prepared with the advice from 11 expert counsel, so that would lead me 12 to believe that I wasn't the only 13 person that thought that bad 14 performance was the root cause.</p> <p>15 BY MR. JEFFRIES:</p> <p>16 Q. So I'm just asking you, Mr. Reid, 17 who of any of the people we mentioned, 18 were there any other people who expressed 19 to you a belief that Mr. Cardwell's 20 performance was the result of his 21 non-staffing and low hours and with 22 respect to his experience at the firm when 23 you spoke to them about Mr. Cardwell?</p> <p>24 MR. BIRENBOIM: Objection to 25 form.</p>	<p style="text-align: right;">Page 285</p> <p>1 REID 2 REDACTED          </p>

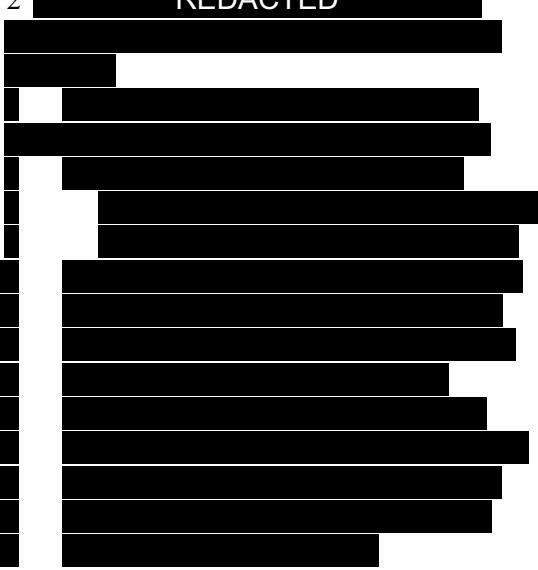
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<p style="text-align: right;">Page 286</p> <p>1 REID 2 Q. And beyond that, I'm using your 3 words, so I just want to make sure that we 4 have the same understanding of the nature 5 of the criticisms. Your words when you 6 first stated it were that he lacked 7 basic -- he lacked a basic understanding 8 of corporate law concepts; is that 9 correct? That was what your -- that was 10 what was conveyed to you? 11 A. Lacked it and -- lacked it and 12 did not acquire it despite intensive 13 coaching by both those partners. 14 Q. Lacked -- 15 A. Acquire. 16 Q. Thank you. And I think I also 17 heard in your response that there was a 18 concern about liability to clients based 19 off of Mr. Cardwell's deficiencies; is 20 that correct? 21 A. No, no, what I said was a lack of 22 understanding that the particular matter 23 that he was working on with Mr. Hochbaum 24 involved disclosure to which our client 25 needed to put his name and therefore, it</p>	<p style="text-align: right;">Page 288</p> <p>1 REID 2 Mr. Jeffries. But we -- the work that 3 a firm like Davis Polk does is very 4 complex and it is not the case that an 5 associate, particularly an associate 6 that we knew had serious performance 7 issues, would be allowed to deliver 8 work product directly to the client 9 without partner supervision. The job 10 of a partner is not to let associates 11 work by themselves, it's to judge how 12 much independence an associate can be 13 given based upon their ability, but 14 the partner is always responsible for 15 supervising the end work product. 16 BY MR. JEFFRIES: 17 Q. You mentioned a deal with Lee 18 Hochbaum in one of your answers. Who was 19 the client on that deal? 20 A. The client was REDACTED. 21 Q. And was it REDACTED and 22 REDACTED? 23 A. I don't recall. 24 Q. And I think I also, correct me if 25 I'm wrong, I heard during your last answer</p>
<p style="text-align: right;">Page 287</p> <p>1 REID 2 needed to be very carefully prepared. 3 Q. So are you claiming in any way 4 Mr. Cardwell posed a threat to clients by 5 virtue of his poor performance? 6 MR. BIRENBOIM: Objection to 7 form. You may answer. 8 THE WITNESS: Mr. Hochbaum was 9 there to make sure that the work 10 product did not go to the client and 11 certainly did not get filed without 12 him correcting it. 13 BY MR. JEFFRIES: 14 Q. So in your experience, training 15 and your position as a managing partner, 16 and the position you held before that, 17 would that concern have translated into a 18 concern that Mr. Cardwell was a threat to 19 firm clients? 20 MR. BIRENBOIM: Objection to 21 form. I think he answered that but 22 you may answer again. 23 THE WITNESS: I'll give the same 24 answer but with different words, maybe 25 I'll express myself better,</p>	<p style="text-align: right;">Page 289</p> <p>1 REID 2 that Mr. Hochbaum gave you the impression 3 that Mr. Cardwell was not allowed to do 4 unsupervised work? 5 MR. BIRENBOIM: Objection to 6 form. 7 THE WITNESS: Not what I said at 8 all. 9 BY MR. JEFFRIES: 10 Q. Well, you certainly made a 11 comment about the ability to -- the 12 ability for an associate to do work with 13 a -- in relation to a degree of 14 supervision. Is it your testimony that a 15 well performing associate needs less 16 supervision than a poor performing 17 associate? 18 A. Yes. 19 Q. And the better performing the 20 associate, the less supervision would be 21 required by the supervising senior 22 attorney; correct? 23 A. Yes, assuming it's work the 24 associate has done before, yes. 25 Q. In the context of Kaloma, is it</p>

<p style="text-align: right;">Page 290</p> <p>1 REID 2 your testimony that by virtue of your 3 interactions with Lee Hochbaum, you had 4 the understanding that Kaloma needed 5 supervision at all times?</p> <p>6 MR. BIRENBOIM: Objection to 7 form. You may answer.</p> <p>8 THE WITNESS: I mean from reading 9 his review forms before the March 29th 10 meeting, from the reports I got from 11 Mr. Hochbaum, he clearly needed very 12 close supervision.</p> <p>13 BY MR. JEFFRIES:</p> <p>14 Q. And on the basis of that 15 understanding that you had from the items 16 you reviewed and your conversations with 17 Mr. Hochbaum, would that have allowed for 18 Mr. Hochbaum to allow Mr. Cardwell to do 19 unsupervised legal work with REDACTED 20 and REDACTED ?</p> <p>21 MR. BIRENBOIM: Objection to 22 form. Testify to what you know.</p> <p>23 THE WITNESS: I don't understand 24 the question.</p> <p>25 MR. JEFFRIES: You mentioned</p>	<p style="text-align: right;">Page 292</p> <p>1 REID 2 Q. By virtue of your inspection of 3 this e-mail thread, would it be fair to 4 state that this is -- this thread includes 5 conversation about the finalization of 6 documents with respect to the deal?</p> <p>7 MR. BIRENBOIM: Objection to 8 form, the e-mails say what they say. 9 There's no evidence that Mr. Reid's 10 ever seen these or knows anything 11 about him.</p> <p>12 BY MR. JEFFRIES:</p> <p>13 Q. I'm asking based off of your 14 observation, Mr. Reid.</p> <p>15 A. I haven't seen this before but 16 having read it quickly just now, it refers 17 to finalization of the fairness opinion, 18 that's what's referred to here as the FO. 19 And it also earlier in the chain refers to 20 some substantive questions on the content 21 of the opinion.</p> <p>22 Q. Would that be an important 23 document?</p> <p>24 A. The fairness opinion?</p> <p>25 Q. Yes.</p>
<p style="text-align: right;">Page 291</p> <p>1 REID 2 that -- withdrawn.</p> <p>3 Can I have tab 20 brought up? 4 (Exhibit 16, document Bates 5 labeled DPW_SDNY-000037031, marked for 6 identification.)</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. This is an e-mail exchange. I'm 9 going to ask you to take a moment to look 10 through this document, Mr. Reid. This 11 document involves the REDACTED and 12 REDACTED deal you just mentioned.</p> <p>13 A. (Witness perusing document.)</p> <p>14 Okay.</p> <p>15 Q. Okay. Now you would agree 16 that -- well, if we look down, first of 17 all, this is an e-mail thread relative to 18 the deal that Mr. Cardwell was working on 19 with Mr. Hochbaum; correct?</p> <p>20 A. I don't know but that was the 21 time they were working together so I 22 presume so, that it was a REDACTED 23 deal that I mentioned to you before. I 24 see only REDACTED here so I don't 25 know about that.</p>	<p style="text-align: right;">Page 293</p> <p>1 REID 2 A. Yes.</p> <p>3 Q. And do you see -- would you agree 4 that at some point Lee Hochbaum, in fact, 5 in August -- in the e-mail from August 8, 6 2017 at 11:10, Lee Hochbaum indicates that 7 he's going to turn off his phone and go to 8 sleep; correct?</p> <p>9 MR. BIRENBOIM: Objection to 10 form. States exactly the opposite. 11 Please call me on my cell. He didn't 12 say anything about turning off his 13 phone.</p> <p>14 BY MR. JEFFRIES:</p> <p>15 Q. I'm going to read verbatim from 16 Mr. Hochbaum's message. It says, "What a 17 pain. I'm going to turn in shortly but 18 please call me on my cell if you need 19 anything. Thanks, Kaloma." Is that what 20 the e-mail states?</p> <p>21 A. Thanks, Kaloma, it says. It says 22 that he is available on his cell for 23 anything.</p> <p>24 Q. And the next e-mail up is an 25 e-mail from Mr. Cardwell to Lee Hochbaum</p>

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<p style="text-align: right;">Page 310</p> <p>1 REID 2 BY MR. JEFFRIES: 3 Q. This program that you've 4 discussed a few times, who was responsible 5 for this program, who was involved in this 6 program of getting Mr. Cardwell work? 7 A. John Bick was -- being M&A 8 partner and at the time the head of M&A, 9 took it to make sure that he got a good 10 mix of projects. 11 Q. And when did you find out about 12 this -- when did you find out about this 13 plan? 14 MR. BIRENBOIM: Objection to 15 form. 16 THE WITNESS: When? 17 BY MR. JEFFRIES: 18 Q. When did you find out about this 19 approach that Mr. Bick was taking towards 20 trying to make sure that Mr. Cardwell got 21 a good mix of work? 22 REDACTED </p>	<p style="text-align: right;">Page 312</p> <p>1 REID 2 Q. -- took place - 3 MR. BIRENBOIM: Let Mr. Jeffries 4 finish the question. 5 THE WITNESS: Sorry, I thought he 6 had. 7 BY MR. JEFFRIES: 8 Q. When Mr. Cardwell returned or 9 around the time Mr. Cardwell returned, was 10 there a plan in place as to the type of 11 work he would be getting or was that 12 something that had to be developed after 13 he returned? 14 MR. BIRENBOIM: Objection to 15 form. If you know you may answer. 16 THE WITNESS: The only thing I 17 recall was it was going to be a good 18 mix, different kinds of work, 19 different partners. 20 BY MR. JEFFRIES: 21 Q. Now, Mr. Cardwell actually ended 22 up being terminated; correct? 23 A. Correct. 24 Q. And so the plan around staffing 25 him clearly changed. When did that</p>
<p style="text-align: right;">Page 311</p> <p>1 REID 2 REDACTED  this straight. 14 Mr. Cardwell goes on leave and returns; 15 correct? 16 A. Yes. 17 Q. And -- 18 A. I don't recall exactly when he 19 returned. It was several weeks of leave. 20 Q. And upon his return, were 21 there -- was there an understanding of 22 what he would walk into and what kind of 23 assignments would be given to him when he 24 returned or was he -- 25 A. A variety --</p>	<p style="text-align: right;">Page 313</p> <p>1 REID 2 change? 3 A. I'm not sure why you say it 4 clearly changed. 5 Q. Well, he ended up being 6 terminated; right? That's not the same as 7 finding work for him to -- finding things 8 for him to work on. 9 MR. BIRENBOIM: Objection to 10 form, mischaracterizes the testimony. 11 You may answer. 12 THE WITNESS: He -- if you're 13 saying that by not being at the firm 14 he wouldn't have had any firm work to 15 do, I guess that's correct. 16 BY MR. JEFFRIES: 17 Q. The firm went from staffing him 18 on matters and potential deals to telling 19 him he should move on because the staffing 20 situation became unworkable. How did that 21 change occur? 22 MR. BIRENBOIM: Objection to 23 form. If you understand the question, 24 you can answer it. 25 THE WITNESS: The reports of the</p>

<p style="text-align: right;">Page 314</p> <p>1 REID 2 partners for whom he had been staffed 3 fed into, I believe, his annual 4 review. I believe the process played 5 out at the end of the year, the annual 6 review season beginning in the 7 following year. And in addition to 8 the reports of Mr. Hochbaum and 9 Mr. Goldberg, I understand -- I didn't 10 talk to them directly -- but I 11 understand there were also severely 12 critical reviews from Mr. Mills and 13 Mr. Amorosi who he worked with as 14 well.</p> <p>15 BY MR. JEFFRIES:</p> <p>16 Q. Mr. Reid, who made the decision 17 to terminate Mr. Cardwell?</p> <p>18 A. I think I just said the consensus 19 of the partners who had been involved in 20 looking at his work closely, working with 21 him closely when he came back in I believe 22 late April of 2017 for the next several 23 months. The consensus was that what they 24 had seen was a level of performance that 25 the fairest thing to do was to say we</p>	<p style="text-align: right;">Page 316</p> <p>1 REID 2 REDACTED </p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. Mr. Reid, when did Davis Polk 21 begin anticipating litigation with 22 Mr. Cardwell?</p> <p>23 MR. BIRENBOIM: Objection to form 24 and please don't disclose any 25 conversations with counsel. If you</p>
<p style="text-align: right;">Page 315</p> <p>1 REID 2 don't see it working out here and take 3 some time to look around and find another 4 opportunity.</p> <p>5 Q. Are you saying Lee Hochbaum had a 6 role in terminating Mr. Cardwell?</p> <p>7 MR. BIRENBOIM: Objection to 8 form, mischaracterizes the testimony. 9 You may answer.</p> <p>10 THE WITNESS: He gave a 11 performance report is what I said.</p> <p>12 BY MR. JEFFRIES:</p> <p>13 Q. I'm asking you who made the 14 decision to terminate Mr. Cardwell. Can 15 you state their names?</p> <p>16 REDACTED </p>	<p style="text-align: right;">Page 317</p> <p>1 REID 2 have any knowledge of that, you can 3 answer.</p> <p>4 THE WITNESS: My specific 5 recollection of it was when we got the 6 EEOC letter, it was confirmed.</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. It was confirmed but I'm asking 9 you when there was any thought in your 10 mind at least that Mr. Cardwell -- I'm 11 asking you as the managing partner, when 12 you began anticipating litigation with 13 Mr. Cardwell.</p> <p>14 MR. BIRENBOIM: You can answer 15 for yourself, Mr. Reid.</p> <p>16 THE WITNESS: Yes, for myself as 17 a human being, forget managing 18 partner, when somebody says to me they 19 are being racialized, that is a very, 20 very rare, as I testified before, 21 very, very rare occurrence, first time 22 I'd ever experienced it and I had to 23 be alert to the possibility that this 24 could end in conflict. My response 25 was to make sure that we again got</p>